

JUNE 15, 2019

HIGH TWELVE INTERNATIONAL, INC.

UNIFORM ASSOCIATION CONSTITUTION & BYLAWS

ORIGINALLY APPROVED: JUNE 28, 2015

94th International Convention, Philadelphia, Pennsylvania

1st AMENDMENT: SEPTEMBER 13, 2015

Special Governing Board Conference Call – Classes of membership

2nd AMENDMENT: JUNE 16, 2018

97th Convention – Disposition of Association funds upon closing

3rd AMENDMENT: JUNE 15, 2019

98th Convention – Removal from office and Non-payment of per-capita

THOMAS A. BACHOCHIN, INTERNATIONAL SECRETARY

HIGH TWELVE INTERNATIONAL, INC.

Avondale, Arizona

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CONSTITUTION AND BY-LAWS
[Insert Name] ASSOCIATION OF
HIGH TWELVE CLUBS [, Inc.]

CONSTITUTION

ARTICLE I - NAME

SECTION 1. The name of this organization shall be "[Insert Name] Association of [Masonic] High Twelve Clubs [, Inc.]"

ARTICLE II - OBJECTIVES

SECTION 1. This Association acknowledges the supreme authority of the Grand Lodge(s) of [Enter Grand Lodge Name] in all matters of Masonic law, tradition and ethics. It pledges never to interfere or meddle in the affairs of any Masonic Lodge nor to engage in or sponsor any activity prohibited by said Grand Lodge, nor to permit its members to engage in unseemly, conduct which might reflect adversely upon the institution of Masonry.

ARTICLE III - MEMBERSHIP

SECTION 1. Members of the Association shall be those High Twelve Clubs that have been chartered by High Twelve International and are under the jurisdiction of the [Enter Association Name] of [Masonic] High Twelve Clubs [, Inc.] Membership in any High Twelve Club in this Association shall be a Master Mason from any jurisdiction that is recognized by the Grand Lodge.

ARTICLE IV - REMOVAL OF AN OFFICER (STATE OR CLUB)

SECTION 1. PURPOSE

A High Twelve Officer may be removed for cause or for failure to perform his duties. If it is an appointed officer, he can be removed by the President, after conferring with his officers. If it is an elected officer, the following procedures will be followed.

SECTION 2. REASON(S)

The reason(s) to remove an officer shall be put in writing and submitted to the appropriate Secretary. It needs to set forth the specific reason(s) against the alleged offending officer.

SECTION 3. RIGHT TO RESPOND & APPEAL

A) Right to respond to the original accusations: The alleged offending officer shall have the right and given the opportunity to present a response to the reason(s) at the time the matter is to be reviewed. This can be in person, in writing, or by a representative of his choice. The response should be presented within 30 days of notification.

B) Right to Appeal: After a decision against the offending officer he shall have the "right to appeal" by making such request, in writing (by certified mail, return receipt), to the International President with a carbon copy to the International General Counsel. Such

exercise to right of appeal shall be received within 28 days from date of the original judgement. In the case were the offending officer is the International President, such right of appeal shall be exercised to both the General Counsel, and to and through the Junior Member of Council of Past International Presidents (PIP's), who shall make final judgement with the Executive Board.

SECTION 4. ABSENCE OF RESOLUTION

In the absence of a resolution of the matter, the President can remove an elected officer by a majority vote of the Executive Board. The President will notify the officer in person, by telephonic or electronic means. In the event the officer is removed, the President may appoint any qualified member to fill the vacancy for the remainder of the term or, he may call a Special Meeting for the purpose of electing a new officer to the vacant office.

SECTION 5. IF THE OFFICER IS THE PRESIDENT

If the officer to be removed is the Club or Association President, the same procedures will be followed with the 1st Vice President presiding.

ARTICLE V - OFFICERS

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

SECTION 2. Eligibility - Any member of a local club holding membership in this State Association shall be eligible to hold office, provided he is sponsored for such office by his local club.

ARTICLE VI - DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings of the Association and shall be Chairman of the Board of Directors. He shall appoint the standing and other committees as he may deem necessary.

SECTION 2. The Vice Presidents, in order, shall perform the duties of the President during his absence, inability or vacancy. The Vice Presidents may be assigned duties to be in the best interest of the Association by the President.

SECTION 3. A vacancy in the office of Secretary or Treasurer shall be filled by appointment by the President. The title of the appointment shall be Acting Secretary or Acting Treasurer.

SECTION 4. The Secretary shall perform the usual duties of a secretary at all meetings; and shall provide a permanent written record of the Association's activities. The Secretary shall have possession of all permanent records of the Association.

SECTION 5. The Treasurer shall receive and disburse the funds of the Association. He shall be a member of the Budget and Finance Committee.

SECTION 6. The Chaplain shall be appointed by the President. He shall perform the duties usually assigned to the Chaplain and he shall be Chairman of the Necrology Committee.

ARTICLE VII - AMENDMENTS

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

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BY-LAWS

ARTICLE I - MEETINGS

SECTION 1. The Annual Meeting or Convention of this Association shall be held [*between _____ and _____ or on the _____*] of each year. At the first meeting of the Board of Directors held following the Annual Meeting the selection of the place and date for holding the next Annual Meeting or Convention shall be determined. The decision of the time and place shall be sent to the Member Clubs.

SECTION 2. Special Meetings of the Association may be called by the President. A special meeting requested in writing by three (3) Member Clubs must be held within thirty (30) days of receipt of the request.

SECTION 3. The Secretary of the Association shall give Thirty, (30) days written or electronic notice of the Annual Meeting, which shall be provided to each elected Officer of the Association, the President and Secretary of each Member Club and to the Wolcott Zone Officer of High Twelve International.

SECTION 4. Executive Board quorum shall be a simple majority of the elected association officers.

SECTION 5. Governing Board quorum shall be a simple majority of the elected association officers and elected Presidents of the Member Clubs of the Association in good standing, or their proxy.

ARTICLE II - NOMINATION COMMITTEE AND ELECTIONS

SECTION 1. The Nominating Committee, appointed by the State President, must be composed of not less than three members, who shall be members of a Member Club. The member Clubs in this Association shall be advised by official publication of the Association or other media of the names of such Nominating Committee members and the name and address of the Committee Chairman. The Nominating Committee shall consist of not more than one member from any one Club. The Nominating Committee shall present a report at the State Convention of this Association, placing in nomination at least one candidate for each office to be filled by election, and may include the qualifications of each candidate. The acceptance of the Nominating Committee report shall automatically place such names into consideration for election by the delegates in attendance.

At the prerogative of the presiding officer nominations in support of a candidate may be permitted, however; such nominations shall not exceed five (5) minutes in duration. Seconding of nominations will not be permitted

SECTION 2. Not less than forty-five (45) days prior to the annual State Convention, the Nominating Committee shall submit to the State Secretary the list of nominees for each elective office. The State Secretary shall in turn, notify all members of the State Governing Board of such nominees. All nominees must be approved and recommended in writing to the State Association within fifteen (15) days of the State Convention by their own Club.

SECTION 3. In addition to the method for nominating candidates to elective office in this Association, nominations may be made from the floor of the annual State Convention providing (1) that the Nominating Committee does not recommend an individual for an office, (2) there is a

declared vacancy in that office and (3) such nomination is seconded by a person entitled to vote at the annual State Convention who is not a member of the same Club as the person who made the nomination.

SECTION 4. State Vice Presidents need not be advanced in line. Insofar as possible each State Vice President should be from different geographical areas.

SECTION 5. The candidate for each office receiving the majority of the votes cast shall be declared elected and shall be installed in office at the annual State Convention. A motion to accept each nominee for an office may be made by proclamation at the prerogative of the State President. If an elective officer is absent for legitimate reasons he will be installed with a proxy representing him.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. The Board of Directors for this Association shall consist of the President, Vice Presidents, Secretary, Treasurer, Immediate Past President of the State Association, and the President of each Member Club or his appointed proxy.

SECTION 2. Each club president or proxy shall be entitled to one (1) vote on matters brought before the Board of Directors.

SECTION 3. The Board of Directors shall constitute the Administrative body of the Association, and shall transact all business necessary to fulfill the objectives of the Association. At least [**three (3)**] meetings of the Board shall be held each year.

ARTICLE IV - FINANCES

SECTION 1. The fiscal year for this Association shall be from [**Enter first day of start month**] through [**Enter last day of end month**] each year. The Association Budget and Finance Committee, with the input from the State Secretary and State Treasurer, shall submit an annual budget for adoption of the general membership at the annual state convention.

SECTION 2. The Association shall invoice each Club for their **annual per-capita assessment** (this annual per-capita assessment maybe increased from time to time as necessary) of the Association as approved by the Board of Directors at the annual meeting of the Association, on a per member basis in good standing of each Member Club as shown on the [**Enter Month**] Monthly Report of each Club. Payment of annual per-capita assessment shall be remitted within thirty (30) days after date of the invoice.

- a. The Board of Directors shall act on an individual basis on any Club applying for reinstatement or waiver of monies in arrears.
- b. Payments for the State Association per capita shall be remitted to the State Secretary.

SECTION 3. The books and accounts of the Association shall be audited once a year by an Auditing Committee selected by the President. The report of the Committee shall be read at the first meeting of the Board of Directors following the Annual Meeting.

SECTION 4. The Treasurer shall disburse such sums for specific purposes as ordered by the Board of Directors or the Executive committee. He shall keep books of account showing receipts and disbursements. Upon receipts of funds he shall deposit them in a federally insured financial institution designated by the Board of Directors. He shall make payments by check or electronic means.

ARTICLE V – TERMINATION OR DISSOLUTION

SECTION 1. In the event this Association shall cease to exist, except for the purpose of consolidation or merger, the State President, Secretary and Treasurer shall, within 30 days thereafter, transmit to the High Twelve International Secretary or person designated by the International President, all the property of the Association, including, without limitation: all the books, paper records, data files, jewels, paraphernalia and funds or assets thereof.

ARTICLE VI - LOCAL REGULATIONS

(Under this article the Association may provide laws for exclusive local matters not in conflict with the High Twelve International By-Laws, Regulations, Edicts or Decrees. The Association may make as many sections under this article as may be required to meet the needs of the Association. Provisions to be included within this section must be set forth in an Addendum (page #8) and approved by International Secretary prior to taking effect. If this article is not used, then it should be left blank and marked NOT USED.)

ARTICLE VIII - AMENDMENTS

SECTION 1. The Association may amend these By-Laws by two thirds (2/3) vote at any Annual Meeting, providing that thirty (30) days written or electronic notice been provided to each Officer of the Association and to the President and Secretary of each Member Club. The notice shall specify in detail all proposed changes to the By-Laws. Amendments shall not become a part of these By-Laws until approved by High Twelve International.

ADOPTED AND ATTESTED

ADOPTED ON: _____ **Association Name:** _____

State President

State Secretary

Approved as to form on: _____

International Secretary

ARTICLE V ADDENDUM - LOCAL REGULATIONS

(This addendum is for laws unique to this association not covered in constitution or bylaws the. The following is just an example, edit text as needed – if the addendum is not applicable enter NOT USED below.)

1. Standing Committees

- a. Budget & Finance
 - i.
- b. Convention Time & Place
 - i.
- c. Nominations
 - i.
- d. Bylaws & Resolutions
 - i.
- e. Special

2. Annual Convention

- a. General Agenda

3. Special Projects (examples)

- a. Ensign Mayo
- b. Frank S. Land
- c. Fund Raisers

4. Special Funds

- a. Trust

5. Annual Masonic Picnic

6. Memorial Day Parade