

JUNE 28, 2015

# HIGH TWELVE INTERNATIONAL, INC.

## UNIFORM ASSOCIATION CONSTITUTION & BYLAWS

ORIGINALLY APPROVED: JUNE 28, 2015

94<sup>th</sup> International Convention, Philadelphia, Pennsylvania

1<sup>st</sup> AMENDMENT: SEPTEMBER 13, 2015

Special Governing Board Conference Call – Classes of membership

2<sup>nd</sup> AMENDMENT: JUNE 16, 2018

97<sup>th</sup> Convention – Disposition of Association funds upon closing

KEVIN HOKERK-ROBINSON, 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. Additionally, active membership would be available in those Grand Lodge Jurisdictions that have approved admitting Entered Apprentice and Fellow Craft Masons in good standing to join an organization that predicates membership on being a Freemason.

*ARTICLE IV - 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 V - 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 VI - 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**