



**High Twelve International, Inc.**  
**2017 Mid-Year Conference – Las Vegas, NV**  
**January 23, 2017 Meeting Minutes**

- The meeting was called to order at 9:00 AM by Dr. Ronald Woods, International President.
- The Invocation was given by Joseph Santisteban, 2<sup>nd</sup> Vice-President.
- The Pledge of Allegiance and Toast to the Flag was given by Winton Hewitt, PIP, Parliamentarian.
- The Roll Call was taken by Kevin Hokerk-Robinson, Secretary. There were 15 Governing Board members present out of 20. The quorum met. There were 3 PIP's present for a total of 18 votes or 10 needed for a simple majority.
- The 95<sup>th</sup> International Convention Minutes of June 17-18, 2016 were approved as printed in the report packet – Moved by Winton Hewitt, PIP & Seconded by Sid Leluan, PIP.
- Correspondence/Resolutions
  - HTI bylaws amendments 1 through 4 were announced.
  - Wolcott Foundation Bylaws and subsequent motions were announced.
  - These will be taken up under new business
- International Officer verbal reports
  - President Ron Woods
  - 1<sup>st</sup> VP Bill Haynes
  - 2<sup>nd</sup> VP Joseph Santisteban
  - 3<sup>rd</sup> VP Jonathan Dilley
  - Secretary Kevin Hokerk-Robinson – in addition to the printed report mention was made about the survey on making fund raiser donations via the HTI website using PayPal, costs were discussed (3.5% transaction fee) and the possible benefits of increased donations. It was the conscience of the board to allow donations via the website.
  - Treasurer Don Whistler
- Committee Reports
  - Treasurer – Don Whistler
    - 990 Long Form for 2015 fiscal year ending 4/30/16 (page 1 & 2) were reviewed.
    - Income & Expenses for the period 7/1 through 12/31 were reviewed. The \$200.00 difference in the balanced budget was due to the Ensign Mayo and Wolcott donations that a club made to international and were 'passed' through the checking account. The usual explanation of the impact of the fiscal year (5/1-4/30) and the convention year (7/1-6/30) and the impacts on the budget report were made as HTI operates on a cash basis and not an accrual basis. The balance sheet showed assets on 12/31/16 of \$334,581.60.
    - The Endowment and Wally's EOY statements were reviewed along with the Investment Performance.
    - Deposits made by the secretary for 7/1 to 12/31 were \$30,111.23
    - 2016 Labels net summary income was +\$5,669.20 since February 2016
    - 2016 Pocket Planner net summary was +\$2,775.65 since September 2016 – will continue to drip and dribble in through the year. Although income has dropped many members continue to use the planners themselves, given away as advertising, etc. It was suggested to go to a soft cover next fall which is thinner (may get us back to the USPS ¼" thickness requirement for standard NP postage) and weighs less. Don said he would check with the vendor when the time comes. The comment was made that as long as we are on the positive side we should continue the program.
  - Secretary – Kevin Hokerk-Robinson
    - The submission cut off for the Spring High Twelvian has been set for 3/1/17 based on the 60 day bylaws requirement (in members' hands) and the production lead times. An email will be sent out.
    - Forms – all were reminded of the various forms that are available at no cost (new/reinstated member, club and state past president, speaker certificates etc.) and were shown on the website where they are located and how to order (online, email, phone).
    - Monthly Report – the version marked (Obsolete) will be deleted on 2/1/17, those secretaries using that form will be notified to switch to the newer version that came out over a year ago.



**High Twelve International, Inc.**  
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**January 23, 2017 Meeting Minutes**

- Parliamentarian – Winton Hewitt, PIP – nothing to report as no actions or inquiries were made
- Club Expansion – Joseph Santisteban
  - #779 – Roma in Rome Italy was chartered on 11/14/16 with 11 members. The secretary noted that the membership materials sent in mid-October were returned as undeliverable. A Roma Club member will be attending the Grand Masters Conference in February and will take those materials and a bell back with him. Ron will take the items with him to the conference. The member is also the Grand Senior Warden of the Italian Grand Lodge of the Orient. No international officer was present.
  - #780 – Liberty in Philadelphia PA was chartered 11/22/16 with 31 members – Bill Haynes will do the official honors on February 28 as they had to meet in a new location.
  - #781 – West Hawaii in Kailua Kona, HI will be chartered 1/25/17 with 28 members with Jerry Saville, PIP doing the honors, which explains why he is not here.

BREAK for lunch on your own

- Old Business:
  - Database/Website – Kevin explained the emailing process of the Monthly Update; the steps the Editor Merv Harris, PIP does then what I do to send out the final product.
  - The location of the merchandise was shown along with the online order form.
  - It was noted that the F-200a, F-200b, forms and merchandise online order forms all very similar for continuity.
  - IRS Related – Kevin noted the new process the IRS instituted in February 2016 to file the 990-N ePostcard and the requirement that all associations/clubs need to file online and if they can't (lost non-profit status) they are still required to file a 990-N EZ paper form.
  - Group Exemption – Kevin noted that associations will be receiving the annual validation of Association & Club meeting information, principle officers, EIN contact and summary status of tax filings since 2007.
  - Missouri and New Jersey Associations – Kevin indicated that based on the direction of the Governing Board at the 95<sup>th</sup> Convention. The two associations were contacted and informed that the associations charters were pulled and to forward all properties and remaining funds to the international office. New Jersey is complete and Missouri will be complete when a CD is closed out.
- New Business:
  - Wolcott Foundation – Ercil Eschbach, Zone 2 Trustee CA representing the Foundation: The following is a summary of the extended discussion (1:40) concerning the Wolcott Foundation. Ercil indicated that he was attending this meeting in place of Malcolm White, Chairman. "We understand that there was a lot of discontent at the HTI annual convention. Those concerns were noted by the Trustees and the General Counsel. We have addressed most of the concerns. Rome was not built in a day and the problems can't be corrected in one day. In the handout, you have a proposal (bylaws) of the way Wolcott says we want to be run. Meaning that all the brothers will be voting upon these in June. A few things remain but with deadline being before the DC meeting they will not make it for publication to be taken up at this convention cycle per both organizations bylaws. If you have questions write them out, but I don't have answers." Sid Leluan, PIP, AZ, made a general calming statement and indicated that the foundation should be in damage control. This discussion is not a personal one but business related one. You have very intelligent people including the general counsel running the WF and I can't believe you haven't come up with something. Ercil, is there anything you have been told not to share with us? The chairman has indicated he is clearly in control of the foundation and will not accept any interference from HTI. Ercil, I do not take kindly to these statements. I have not been told what to say or not to say. What has been discussed here is "above my pay grade." Ercil indicated he has not seen or been involved in any bylaws changes, he thought the proposed ones in the hand out were from the



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**January 23, 2017 Meeting Minutes**

foundation. Mark Nokes, IL, if a valid copy of the bylaws cannot be found then the Articles of Incorporation and bylaws to form the corporation would be the valid ones. Kevin went to the MO Secretary of State web site and brought up the originally filed Articles of Incorporation document, there were no updates filed. Michael Hemphill, FL, according to Charity Navigators, who investigate charities, the WF is not affiliated with any Masonic organizations. HTI is mentioned as a separate organization. This is why FL wrote the letter of No Confidence to Chairman White and Trustee Harris. Currently only 1 of 7 clubs are donating to the WF until something positive is done. If nothing is done by the convention, then 6 of the clubs are ready to walk away from HTI. Ercil then gave a short history of the penny fund and the progression to what is known as the Wolcott Foundation. The WF and HTI have always been separate corporations. Kevin, the history of HTI and the WF has been colorful in the past with several lawsuits. Ercil, I really don't understand why the 2 organizations are butting heads when both want to support the students. Kevin, we are now getting financial reporting since the convention last June. Additionally, I have asked for the type of reporting several times that was printed in a full-sized booklet format from the 90's and was told by the chairman "it is no one's business..." Requested the information in softcopy so it could be attached to HTI website and restricted to members only. Discussion then moved to how the investment accounts were established, how administered, investment strategies used, etc. No one present at this meeting has that type of information. Sid, a major concern is the aged leadership of the WF and the resulting problems, concerns, outlook, inability to plan or arrange for the day to day and future business of the WF. There needs to be a dignified way to allow those individuals to retire with emeritus status, perhaps. Roger Hopkins, TX, age does not necessarily indicate mental capability. Let's not chop the legs off of some capable people. Ed Rund, IL, term limits are put in place for a reason. Michael Hemphill, FL, the chairman said before we sent the letter if a response was wanted to the letter each club member and state officer would have to sign it and then the trustee's might consider it in six months and decide what to do in a year. Mike Haxton, KS, I have dealt with this in another organization and it took 25 years to replace the board. I have four questions: 1. Is the WF the creator of HTI or not? Y/N, no; 2. Was all the funding from HTI? Y/N, no; 3. Does HTI desire to continue with this unresponsiveness Y/N, no; 4. If nothing improves are we ready to start another charity program or create another entity? Y/N, yes. Winton Hewitt, PA, although not directly connected, the funds were given by members, estates, bequests, etc. Ercil indicated there was outside funding in the past. Kevin, this is solely the business management aspect of the corporation has nothing to do with the candidate applications, scoring of the applications and awards. A summary of the events for the past 4-5 years was made. The 990-N long form filing for 2015 of the WF as printed in the report packet showed a decrease of \$1.4 million and Ercil was unable to explain the decrease. He added that tuition is now \$69k per student. No plan for future succession, growth, or income was provided. Ercil, we are working on plans for the future. The income from the investments is used to pay the scholarships. We can only give scholarships based on the income and the \$69k cost per student. That is the way it is written. There were 274 applications last year, only 7 received so far this year. Bob Morton is doing an outstanding transparent job. We are working on everything discussed. Jerry Hamilton, PA, reporting has improved but I will ask him for the rest of the tax return and if a filing extension was asked for. Ron Woods, IP, I have suggested that all clubs send their primary donation to HTI. HTI would invest that in a 501c3 process and dispense approximately 5% to its recognized charity, but I do realize we are not set-up to do that currently. Questions from the floor. How will these bylaws be transmitted to the foundation? Kevin, read the last paragraph of the WF "bylaws" Amendments process. Roger Hopkins, Bro. President if the WF came to us with a new set of bylaws and dictated to us how we were to be run, how would we react? Ercil, I have the same copy as the other trustees which are the ones posted on the HTI web site. What do you think of the proposed bylaws? Ercil, I think it will be a marriage of these and what the trustees are working on. Ron Woods, I have indicated that this must stop and not be passed on to the next president(s). It would be wise if Malcolm would say I am done and will accept the title of director emeritus but I don't think that will



**High Twelve International, Inc.**  
**2017 Mid-Year Conference – Las Vegas, NV**  
**January 23, 2017 Meeting Minutes**

happen. The time has come for some people to retire. This is the year for this to be resolved and not passed on. If “they” don’t want to do it then HTI need to go to the annual meeting and vote upon this document and tell them that’s it. From the floor, why does the WF use a .com vs. .org URL for their web site domain name? No answer. What was the Founders Fund? Don Whistler, PA, in research I did some time ago it referred to one of the several precursor names of the WF. Ercil, several years ago, I wrote an article for the *High Twelvian*, on the names and universities that were used. Walter Williams, AZ, I believe we need a motion to send a copy of the proposed bylaws to the trustees and general counsel and inform them this will be brought up at the annual WF membership meeting. M/S/P unanimously. End of the discussion.

o Introduction of new legislation

- Proposed Wolcott Foundation Bylaws: The following motions to be considered at the 96<sup>th</sup> Annual High Twelve Convention, Wolcott Foundation Annual Membership Meeting:
  1. Motion to approve the proposed WF Bylaws as distributed (or amended) at the 2017 Mid-Year Conference to move forward to the 96<sup>th</sup> Convention by approval of the HTI Governing Board. If approved – **APPROVED**
  2. The Secretary of HTI to forward a printed (revised if needed) copy to the Trustees and General Counsel of the Wolcott Foundation by certified mail, return receipt. **APPROVED**
  3. Motion to REPEAL the current undated, unsigned bylaws (or any other that may be located). **APPROVED**
  4. Motion to publish the proposed WF Bylaws in the Spring Edition of The High Twelvian **APPROVED**
  5. Motion to require all Associations & Clubs to send ALL donations directly to the WF Treasurer (no cash) with an email notification to be sent to the applicable Zone Trustee or Deputy Trustee (if appointed). **APPROVED**
  6. These motions in accordance with Article X: Amendments To By-Laws; page 14 of the undated & unsigned WF bylaws as posted to the HTI website since 3-10-15.
  7. The Executive Board of HTI will insure these motions are brought up at the WF Annual Membership Meeting **APPROVED**
- International Bylaws Amendments:
  1. Article VI – Revenue; Section 2 – Per-Capita Dues; New Clubs page 21: - A newly chartered Club shall not be liable for per capita dues until ~~expiration of the current dues cycle~~ **the first anniversary of the club charter. Upon the first anniversary, the club will be billed for a pro-rated (1/12<sup>th</sup> monthly) amount based on the remaining whole months left in the current billing cycle. And to be made retroactive to 7/1/16 for clubs chartered after this date.** This amendment was **APPROVED** to move forward to the 96<sup>th</sup> Convention for a vote.
  2. Article II – Officers: Section 2 – Eligibility page 9: Addition: *To be eligible for the offices of President or Vice-President a nominee should have completed their term as a State Association President when their home club is from a state with an association. For those independent clubs the nominee must have been President of their home Club.* This amendment was **tabled** for further study.
  3. Article IV – Other Delegates page 17: Addition: *The President of the club as listed on the March monthly report preceding the convention must be present to cast the club’s vote.* This amendment was **tabled** for further study.



**High Twelve International, Inc.**  
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**January 23, 2017 Meeting Minutes**

4. Article IV – Meetings; Section 5 – Proxies page 18: Revision: *Delete the entire provision for proxy votes and renumber remaining sections as needed.* This amendment was **tabled** for further study.
  - 96<sup>th</sup> Convention Update: Ron Woods
  - 2015-16 Per-capita delinquent clubs – state representative will contact those clubs that delinquent per the list. \$1,130.00 for 6 clubs
  - 2016-17 Per-capita outstanding - state representative will contact those clubs per the list and encourage them to get current. \$5,354.00 for 30 clubs.
- Open discussion
  - Sid Leluan, PIP announced that Richard A. Kessler from AZ will be a candidate for 3<sup>rd</sup> VP at the 96<sup>th</sup> Convention.
  - Roger Hansen – TX – had letters from his State President, Daniel K. Schauer to the GM of TX MW Wendell P. Miller inquiring if it is permissible for Prince Hall Masons to join High Twelve in TX. GM Miller responded that HTI would have to enter into a compact/agreement with the Prince Hall Grand Lodge in TX to permit such action and have it on file with The Grand Lodge of Texas. Joe Santisteban indicated that he is an Honorary PMEGHP of Prince Hall (IL) and would be willing to draft a letter and be the contact person for getting this done.
- State Representative Verbal Reports
  - The 9 state Governing Board representatives gave verbal updates on things occurring in their associations.
- The 3 PIP's present had a "few" words for those in attendance.
- The Executive Board members also offered a very "few" closing comments.
- The Benediction was given by Winton Hewitt.
- The conference was then closed by Ronald Woods, International President.

Respectfully submitted,

Kevin L. Hokerk-Robinson  
International Secretary  
February 8, 2017

*Provisionally approved by the HTI Executive Board on 2/13/17 and will be taken up at the 96<sup>th</sup> Convention for final approval by the Governing Board.*