



INTERNATIONAL ALCHEMY GUILD

A Colorado Non-profit Corporation

BYLAWS

ARTICLE I

NAME

1.01 Name

The name of this Corporation shall be INTERNATIONAL ALCHEMY GUILD. The business of the Corporation may be conducted as INTERNATIONAL ALCHEMY GUILD or IAG, or ALCHEMY GUILD.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

The International Alchemy Guild (“the Corporation” or “AIG”) is a group of alchemists and students of alchemy from around the world who come together to share their work and experiences in all forms of practical and spiritual alchemy.

The goal of the AIG is to support individuals in practical and spiritual transformation. We seek to preserve the traditional teachings of the alchemists and provide legitimate sources of initiation into the Hermetic mysteries of alchemy.

We provide networking and communication resources for modern alchemists, and support members in their psychological and spiritual transformations. We recommend legitimate sources of initiation

into the mysteries of alchemy, and promote, support, and provide for the education and mentorship of future alchemists. We serve as a repository of alchemical knowledge – both ancient and modern – and release alchemical knowledge to the general public at appropriate times. We exchange techniques and discoveries in the ethical pursuit of alchemical arts in our quest to seek the quintessential role of humanity within the light of Nature.

The following are a few of the resources and opportunities provided by IAG:

- **Alchemy Archives** is the world's largest online library of Hermetic and alchemical works, including original treatises, meditations, articles, books, as well as audio and video files related to alchemy.
- **Member Lodge.** The Guild maintains an online lodge for members containing further resources, rituals, meditations, and prayers for initiation into the Hermetic Mysteries.
- **Local Meetups and Study Groups.** The Guild local discussion groups.
- **Public Conferences.** The Guild sponsors conferences, lectures, and workshops on alchemy and the Hermetic sciences. We also hold periodic online meetings and webinars. Videos from our major conferences are archived at our website.
- **Public Podcasts.** The Guild publishes regular podcasts featuring alchemical philosophy and spiritual techniques, as well as interviews with members.
- **Public Video Channels.** The Guild maintains public viewing resources for its videos at a YouTube Channel and Vimeo Channel.
- **Public Websites.** The Guild has created and maintains 14 websites on various aspects of spiritual, psychological, and practical alchemy.
- **Publications.** The *Alchemy Journal*, the Guild's prestigious journal, began publication in 2004 and contains academic and practical articles on alchemy and the Hermetic tradition. Back issues are available in pdf format and are free to the general public. The *Bulletin* is an unscheduled email letter published 5-10 times a year to members with announcements, events, and news of interest to members.
- **Social Networking.** The Guild has established contact forms, networking links, and public forums on several of its websites. It sponsors a number of Facebook groups.
- **Alchemy Museum.** Guild members are part of a joint effort with the Rosicrucian Order (AMORC) to establish the largest museum of alchemy in the world in San Jose, California. Members have donated artifacts and volunteered their time to the creation of the museum. Our President is Project Curator and designed the museum experience to follow the spiritual operations of alchemy that are part of the Guild teachings.

- **Alchemergy Films** is an ongoing project sponsored by the Guild to produce new documentary films in the following on spiritual alchemy and personal and planetary transformation. The services are provided by members and are free to the public.
- **Church of the Emerald Tablet** is the spiritual heart and legal foundation of the Guild. It is a group of people who come together to worship in the Hermetic tradition, which is based on the Emerald Tablet and dates back to ancient Egypt. The tablet is a succinct summary of the Hermetic teachings and has been the foundation of alchemical philosophy for centuries.
- **Paracelsus Award** is presented by the Guild to independent websites to recognize outstanding public resources that elucidate Hermetic philosophy or apply alchemical methods to the arts and sciences.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its charitable and educational purposes. No part of the receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to any individual except that the Executive Board and the CEO may take a reasonable salary or receive compensation for the provision of services to the Corporation. The Corporation may pay reasonable compensation for services rendered and make other payments and distributions consistent with these Articles.

IAG is a non-profit Corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

2.02 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. INTERNATIONAL ALCHEMY GUILD is a Colorado non-profit public benefit Corporation, recognized as tax exempt under Section 501(c)(3) of the United States

Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the INTERNATIONAL ALCHEMY GUILD, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation. Specifically, such organization shall be an organization that promotes the learning and understanding of the topic of alchemy.

The organization to receive the assets of the INTERNATIONAL ALCHEMY GUILD hereunder shall be selected in the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the INTERNATIONAL ALCHEMY GUILD, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Colorado.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the INTERNATIONAL ALCHEMY GUILD, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

2.04 Anti-Discrimination

The executive director shall not allow a circumstance to exist where any person is discriminated against receiving services and participating in programs of IAG and otherwise enjoying the positive outcomes of the activities of IAG on the basis of race, color, creed, gender, age, ancestry, disability, marital status, sexual orientation, or military

status.

2.05 Proof of Citizenship

The IAG is available to the population of the world and no proof of citizenship is required.

2.06 Code of Conduct

The executive director shall not allow a circumstance in which the IAG is operated without a clear *Code of Conduct* as set forth by IAG as may be promulgated by the Executive Board. This code of conduct shall express prohibitions against the following: violence, trafficking, disruptive behavior, illegal behavior, and/or other crimes or disturbances that negatively impacts the IAG. Penalties for violations of the *Code of Conduct* may include immediate termination without notice of membership in and access to the resources of the IAG. When appropriate, local law enforcement may be called to assist in enforcing this *Code of Conduct*.

ARTICLE III **MEMBERSHIP**

3.01 Membership

The Corporation has no members or volunteers with any right to vote or title or interest in or to the Corporation, its properties, and franchises. The management of the affairs of the Corporation shall be vested in the Executive Director and the Board of Directors.

3.02 Volunteers

The Corporation may have volunteers who do not have any right to vote or title or interest in or to the Corporation, its properties, and franchises. Volunteers may serve on committees as established by the executive director within the limits of the policies established by the Board of Directors. Volunteers may be leaders in other organizations and ministries that serve the same population as INTERNATIONAL ALCHEMY GUILD. The Board depends on the knowledge of its volunteers for happenings and opportunities in the community and in areas of interest impacting our members.

3.03 Non-Voting Affiliates

The Board of Directors may approve non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make

determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation website. Affiliates have no voting rights and are not members of the Corporation.

3.04 Dues

The Board of Directors shall determine the amount of dues, if any and any dues for affiliates.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

INTERNATIONAL ALCHEMY GUILD shall have a Board of Directors consisting of at least three (3) and no more than five (5) directors. Dennis William Hauck has the power to nominate and appoint the first Board of Directors as provided below. After the initial appointment by Dennis William Hauck, the terms and conditions of this Article IV shall be strictly enforced; however, within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors. The initial Board shall consist of the following:

Chairman of the Board:	Vincent Norman Martin
Founding Chairman of the Board:	Dennis William Hauck
Board Member:	Paulette Harris
Board Member:	Billy Parks
Board Member:	Benjamin Turale
Board Member:	Daniel Coaten
Board Member (Legal Advisor):	Douglas Glover

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the INTERNATIONAL ALCHEMY GUILD shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms

(a) With the exception of the Chairman of the Board and the Founding Chairman of the Board, all directors shall be elected to serve terms as provided below; however the term may be extended until a successor has been elected. Because it is important to maintain consistency, the

Chairman of the Board shall serve for a five-year term. Further, it is contemplated that the Chairman of the Board shall also act as President. There shall be an initial Board seat entitled “Founding Chairman of the Board” and this seat shall only be held by the founder of the International Alchemy Guild, Dennis William Hauck. After this term is completed, the designation “Founding Chairman of the Board” shall be retired in honor of Dennis William Hauck. Founding Chairman of the Board shall have a four-year term. At the point in time when the position of “Founding Chairman of the Board” is retired, the position shall be replaced with an Executive Board Member seat with a term of three (3) years. As the INTERNATIONAL ALCHEMY GUILD is a non-profit and is required to follow the law regarding non-profits, there shall be an Executive Board position entitled Legal Advisor that shall be filled by a person with sufficient legal background so as to help maintain the non-profit status of the

(b) Director terms shall be staggered so that approximately half the number of directors may end their terms in any given year. Accordingly, in 2020 and in order to stagger the director terms the following shall apply:

Chairman of the Board:	Vincent Norman Martin (5 years)
Founding Chairman of the Board:	Dennis William Hauck (4 years)
Board Member:	Paulette Harris (2 years)
Board Member:	Billy Parks (2 year)
Board Member:	Benjamin Turale (1 year)
Board Member:	Daniel Coaten (1 year)
Board Member (Legal Advisor):	Douglas Glover (3 years)

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age and a member of the IAG. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place no later than December 31st of every year, or as needed.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a director’s term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced or the Board may choose not to fill such seat.

4.06 Removal of Directors

A director may be removed by two-thirds (2/3) vote of the Board of Directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The Board President is empowered to excuse directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice-President shall excuse the President. Or:

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal may be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The Board of Directors shall have a minimum of one (1) meeting each calendar year. This meeting shall take place on the internet through a form of internet communication such as Skype, Wire or Zoom. Such communication shall be chosen by the Chairman of the Board. The Chairman of the Board shall choose the date and time of the meeting. Board meetings shall be held upon two (2) weeks advance notice by first-class mail, electronic mail, or any medium that is jointly used by all Board members and/or if there is a Special Meeting, by forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. The meeting may be waived if the President of the Board provides Resolutions of the activities of the IAG and the same are approved by a majority of the Board.

(b) Special Meetings. Special meetings of the Board may be called by the Chairman of the Board, Founding Chairman of the Board, President, Vice-President, Secretary, Treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 48 hours-notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Colorado law.

4.08 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. A minimum of 3 directors shall be required in any case to constitute a quorum. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors, present at a meeting at which a quorum is present shall be the act of the Board.

(c) Hung Board Decisions. On the occasion that directors of the Board be unable to decide based on a tied number of votes, the matter may be discussed further if agreed by the majority of the Board for revote at a later date.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being compensated for professional services provided to the Corporation. Such compensation shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

4.11 Compensation for Board President

As provided herein, the President, Vice-President, Treasurer or Secretary may receive compensation for the tasks performed and such compensation may be set by the Executive Board and if voted for by a majority of a Quorum.

ARTICLE V **COMMITTEES**

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) **take** any final action on matters which also requires Board members' approval or approval of a majority of all members;
- (b) **fill** vacancies on the Board of Directors of in any committee which has the authority of the Board;
- (c) **amend** or repeal Bylaws or adopt new Bylaws;
- (d) **amend** or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) **appoint** any other committees of the Board of Directors or the members of these committees;
- (f) **expend** corporate funds to support a nominee for director; or
- (g) **approve** any transaction; (i) to which the Corporation is a party and one or more directors have a material financial interest; or (ii) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.03 Informal Action by The Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

ARTICLE VI **OFFICERS**

6.01 Board Officers

The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer, all of whom shall be nominated by the Chairman of the Board and chosen by, and serve at the pleasure of, the Board of Directors. There shall also be the office of “Founding President” which will only be occupied by Dennis William Hauck and shall be an advisory position to the President. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required. The initial officers of the Corporation shall be:

President:	Vincent Norman Martin
Founding President:	Dennis William Hauck
Secretary:	Paulette Harris
Chapters Director:	Billy Parks
Director of Education:	Benjamin Turale

6.02 Board of Advisors

There shall also be a Board of advisors who are non-voting and are volunteers. Each Board of advisor will serve at the pleasure of the Chairman of the Board.

6.02 Term of Office

The President shall serve a five-year term of office and may not serve more than ten (10) consecutive years in office unless the Board agrees to extend the same by two-thirds vote. Each officer, other than the President, shall serve terms as provided herein.

6.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer removed shall also be removed as a Director. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 President

The President shall be the chief volunteer officer of the Corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present,

presiding at all meetings of the Board of Directors and shall perform all other duties incident to the office or properly required by the Board of Directors. The Board President may receive a reasonable salary for the execution of his duties as determined by the Board.

6.05 Vice-President

In the absence or disability of the Board President, the ranking Vice-President or Vice-President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President. The Vice-President shall normally accede to the office of Board President upon the completion of the Board President's term of office.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

6.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the Corporation and may appoint and assign duties to other non-director officers of the Corporation who shall serve at the pleasure of the Chairman of the Board.

ARTICLE VII
CONTRACTS, CHECKS, LOANS,
INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.03 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

7.04 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.05 Indemnification

The Corporation shall provide no indemnification for any Board member or officer of the Corporation.

REMAINDER OF PAGE LEFT BLANK

ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict-of-interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement, which may benefit any director, officer, employee, volunteer, affiliate, or member of a committee with Board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of INTERNATIONAL ALCHEMY GUILD not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt Corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, INTERNATIONAL ALCHEMY GUILD shall stipulate how the funds may be used and shall require the recipient to provide the Corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury’s publication the “Voluntary Best Practice for US. Based Charities” is not mandatory, INTERNATIONAL ALCHEMY GUILD willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

INTERNATIONAL ALCHEMY GUILD shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of INTERNATIONAL ALCHEMY GUILD records.

REMAINDER OF PAGE LEFT BLANK

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, INTERNATIONAL ALCHEMY GUILD may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. INTERNATIONAL ALCHEMY GUILD expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the INTERNATIONAL ALCHEMY GUILD informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the Corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment, and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and

actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation.

(e) Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. The writings owned by and produced by the IAG are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Corporation and are protected as a trade secret where the Corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The Corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the Corporation should be retained. The Corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

Transparency and Accountability

Disclosure of Financial Information With The General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, INTERNATIONAL ALCHEMY GUILD practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the Corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the Corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

11.02 Financial and IRS documents (The form 1023 and the form 990)

INTERNATIONAL ALCHEMY GUILD shall provide its Internal Revenue forms 990,

990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the any Member of the IAG for inspection free of charge for electronic copies and for charge for hard copies.

11.03 Means and Conditions of Disclosure

INTERNATIONAL ALCHEMY GUILD, upon a vote of the Executive Board may make “Widely Available” the aforementioned documents on its internet website to be viewed and inspected by the general public.

11.04 IRS Annual Information Returns (Form 990)

INTERNATIONAL ALCHEMY GUILD shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the Corporation’s Form 990 shall be submitted to each member of the Board of director’s via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

11.05 Board

- (a) All Board deliberations shall be maintained in written form and open to the IAG membership if requested, except where the Board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the IAG membership if requested once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

INTERNATIONAL ALCHEMY GUILD requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of INTERNATIONAL ALCHEMY GUILD to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation’s goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity

of INTERNATIONAL ALCHEMY GUILD is in violation of law, that person must file a written complaint with the Vice-President or the Board President.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of INTERNATIONAL ALCHEMY GUILD and provides the INTERNATIONAL ALCHEMY GUILD with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

INTERNATIONAL ALCHEMY GUILD shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of INTERNATIONAL ALCHEMY GUILD or of another individual or entity with whom INTERNATIONAL ALCHEMY GUILD has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

INTERNATIONAL ALCHEMY GUILD shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of INTERNATIONAL ALCHEMY GUILD that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The President or Vice-President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. The Board and its appointed committee shall promptly investigate all reports and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall

have the opportunity to ask questions about the policy.

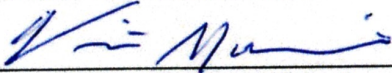
ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

ADOPTED BY THE BOARD:



Vincent Martin, Chairman of the Board

I do hereby certify that the above stated Bylaws of INTERNATIONAL ALCHEMY GUILD were unanimously approved by the INTERNATIONAL ALCHEMY GUILD Executive Board of Directors on the 7th day, January 2023 and constitute a complete copy of the Bylaws of the Corporation. These Bylaws replace any former Bylaws in total.


Paulette Dager-Harris, Secretary