Constitution of the Association of the
Industrial College of the Armed Forces - Eisenhower School
(Approved at the Annual Meeting on 8 June 1994 and
Amended with Changes approved 28 May 1997 and July 15, 2015)

ARTICLE I – NAME

The name of the Association shall be the Association of the Industrial College of the Armed Forces - Eisenhower School hereafter referred to as the "Association". The Association may also be identified by the short title, "ICAF-ES Alumni Association."

ARTICLE II – PURPOSE

The Association is formed exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, specifically for the purpose of promoting welfare and enhancing the prestigious educational program of the Eisenhower School with which it is affiliated, hereafter referred to as the "School".

ARTICLE III – OBJECTIVES

Section 1: The objectives of the Association are to:

1.1. Provide for members of the Association an opportunity for continuing education in those areas which are the primary cognizance of the School.
1.2. Promote the prestige and professional stature of the School.
1.3. Further the stated objectives by providing periodic reports to the Commandant of the School, when the Association deems it appropriate.
1.4. Provide a meeting place where members may assemble in an academic as well as social atmosphere.
1.5. Strengthen the relationship and personal contacts among ICAF-ES alumni and students in order that the reservoir of experience and knowledge of the former can be made available to the latter on a continuing basis.
1.6. Sponsor and conduct seminars, conferences and symposia that bring together students, faculty, alumni, and industrialists to facilitate communication between and within public and private sectors.
1.7. Foster, maintain, and strengthen a sense of fraternity among alumni of the School.

Section 2: Notwithstanding any other provision of this Constitution, the Association shall only engage in activities permitted to be carried on:

1.1. By an organization exempt from Federal income tax under Section 50l(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or
1.2. By an organization, contributions to which are deductible under (Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 3. In order to accomplish these objectives, the activities of the Association shall include, but not necessarily be limited to:

3.1. Recognition of outstanding students and faculty members of the School.
3.2. Arrangement for guest lecturers and other contributions to the enhancement of the School's educational program.
3.3. Development, preparation, and dissemination of suitable correspondence and scholarly publications to maintain alumni interest in the School and to promote voluntary service to the School.
3.4. Recognition of distinguished service or contribution to the advancement of the School from whatever source.
3.5. Conduct of periodic meetings of the membership to sustain interest in and support to the School, to include periodic luncheons featuring distinguished speakers.
3.6. Sponsor social events to foster esprit de corps.

Section 4. In furtherance of its objectives, the following are expressly prohibited:

4.1. No part of the net earnings of the Association shall inure to the benefit of any officer, with the exception of the Executive-Director/Secretary who may be paid compensation as agreed upon by the Board of Directors.
4.2. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing of distribution of statements) any political campaign in behalf of any candidate for public office.

Section 5. The Board is empowered to incorporate the Association, pursuant to the laws of the Virginia, as a non-profit organization, as defined by the Virginia law. Toward that end, the Board may take all such actions as are necessary to incorporate under the provisions of Virginia law.

ARTICLE IV – LOCATION

The Association shall have its principal office in the City of Washington, District of Columbia. Regional chapters shall be encouraged to be established and supported as appropriate throughout the United States and the world. These chapters will have the same purpose and objectives as the Association. They will work through and with the principal office.

ARTICLE V – MEMBERSHIP

Section 1. Membership in the Association is as follows:

1.1. Regular membership:
1.1.1. Hold a degree, diploma or certificate of completion from the School by virtue of having successfully completed the Resident course of the Eisenhower School or its predecessors, the Industrial College of the Armed Forces or the Army Industrial College, or
1.1.2. Hold a diploma or certificate of completion from the School by virtue of having served satisfactorily as a Resident Faculty member of the School for two years, or

1.1.3. Hold a diploma or certificate of completion from the School by virtue of having served satisfactorily as a member of Directing Staff of the School for two years, or
1.1.4. Be a member of the Resident Faculty or Directing Staff, or
1.1.5. Be a member of the Resident Class.
1.1.6. Have satisfactorily completed the prescribed National Defense University correspondence course.

1.2. Regular membership may also be extended to such individuals or category of individuals determined by the Board of Directors to be worthy of regular membership. The rights, privileges and obligations of such members eligible pursuant to a determination by the Board of Directors will be established by the Board.

1.3. Honorary membership may be extended by the Board of Directors to any person who has performed distinguished service for the Association, the School, or the Nation.

Section 2. Regular membership shall be conferred upon application and payment of prescribed membership fees to the Association.

Section 3. Honorary membership shall be conferred without regard to payment of membership fees or dues. Honorary members are eligible for all benefits of membership conferred upon regular members, with the exception that they are not eligible to vote or to hold office.

Section 4. Membership, as well as office, in the Association shall be terminated upon written request of the member concerned, death of the member, or any other valid cause as determined by the Board of Directors.

Section 5. All regular members shall be entitled to hold office and to vote at membership meetings and via such solicitations as the Board of Directors may require, except as provided pursuant to Section 1.2.

Section 6. In consonance with Army Regulation 210-22, membership in the Association shall not be based upon race, color, religion, sex, or national origin.

ARTICLE VI – ADMINISTRATION

Section 1. The power of administration, management, and operation, as well as dissolution of the Association, shall be vested in the Board of Directors, which shall be comprised of the officers of the Association and those additional persons as provided for in Article VII. The President of the Association shall also be the Chairman of the Board and shall preside at all meetings of the Association and the Board of Directors. In the President's absence, the next officer in precedence shall preside; or in their absence, the President's designated representative.

Section 2. The executive and operational control of the Association as exercised by the President, and aided by the other officers thereof, shall be in accordance with the policies and procedures adopted and prescribed by the Board of Directors.

Section 3. The Executive Director/Secretary shall be responsible to:

2.1. Give notice of and attend all meetings of the Association and the Board of Directors and cause records to be kept of their proceedings.
2.2. Prepare, review and disseminate all official correspondence subject to the guidance and direction of the President.
2.3. Execute all orders, votes and resolutions of the Board of Directors or the membership, as expressed at the annual membership meeting and/or by such mail votes as may be required by the Board of Directors.
2.4. Maintain a list, and updated contact information, of the members of the Association, to be reviewed biennially.
2.5. Collect dues and voluntary subscriptions, if any.
2.6. Prepare an annual report of the transactions and business of the Association
2.7. Keep an account of all monies received and expended, make disbursements, as authorized in the By-laws, and deposit all sums received in a financial institution as approved by the Board of Directors.
2.8. Prepare a written financial report, including an audit report, to accompany the annual report to the membership.

Section 4. Funds of the Association may be drawn only upon the signature of the Executive Director/Secretary and the designee of the Board of Directors, normally the Chairman of the Finance Committee. The funds and financial records of the Association shall be kept in the possession or under the control of the Executive Director/Secretary, and shall be subject to audit and inspection by the Board of Directors assembled or at the call of the President. At the expiration of his/her term of office or upon his/her resignation or death, the books, records, money, and other property of the Executive Director/Secretary shall be delivered to his/her successor or, if no successor has been chosen, to the Chair of the Finance Committee or the President of the Association.

Section 5. Each active member shall have the right to vote on those matters of the Association as set forth in Article IX. Unless otherwise specified in this Constitution, all issues upon which votes are taken shall be decided by a simple majority of the votes cast.

Section 6. The Board is empowered to purchase, with Association funds, liability insurance to protect the assets of the Association from civil suit. The Board is also empowered to purchase, with Association funds, fidelity bonds to protect the assets of the Association from misuse or embezzlement.

ARTICLE VII – OFFICERS AND DIRECTORS

Section 1. The Board of Directors shall consist of those officers and members specified in this Article. They shall meet at least annually and at the call of the Chairman. Five voting members

of the Board, including at least one officer, shall constitute a quorum, and action of the Board shall be by a majority vote of the total voting members present.

1.1. Officers.
- 1.1.1. President and Chairman of the Board of Directors (elected officer).
- 1.1.2. First Vice President (elected officer).
- 1.1.3. Second Vice President (elected officer).
- 1.1.4. Executive Director/Secretary (officer, appointed by the President and confirmed by major vote of the Board of Directors).

1.2. Members.
- 1.2.1. Chair of each Standing Committee (appointed by the President, confirmed by majority vote of the Board of Directors).
- 1.2.2. Resident Class Member (President of the Resident Class or his/her designee, selected from the resident class).
- 1.2.3. Emeritus Members (appointed by the President from former Board members, confirmed by majority vote of the Board of Directors).
- 1.2.4. Presidents of last five Graduated Classes or their written designated representatives.
  Presidents of last five Graduated Classes or their designated representatives, confirmed by majority vote of the Board of Directors.
  Presidents of last five Graduated Classes or respective class member appointed by the President, confirmed by majority vote of the Board of Directors).

1.3. Nonvoting Members.
- 1.3.1. Commandant, ES, in his/her personal capacity.
- 1.3.2. Dean of Students, in his/her personal capacity.
- 1.3.3. Counsel to the Board (appointed by the President, confirmed by majority vote of the Board of Directors).
- 1.3.4. Others as appointed by the President (e.g. Chair of Special Committee).
- 1.3.5. Presidents of any past graduated class, their written designated representative, or volunteer graduated from a past class not currently represented, if appointed by the President and confirmed by majority vote of the Board of Directors).
- 1.3.6. Director of the Tiger Mart.

Section 2. The terms of office, disbursements and manner of election to the Board of Directors shall be in accordance with the By-Laws of the Association.

ARTICLE VIII – COMMITTEES

The President shall appoint the chairs of special or standing committees as deemed necessary, to carry out the responsibilities of the Association and the office of the President.

ARTICLE IX – MEETING

Section 1. The Association shall hold an annual meeting of the membership for the purpose of conducting business, as necessary, at a time and place determined by the Board of Directors. Proceedings of the meeting shall be recorded and contain, at a minimum, the number of active members in attendance, all business transacted, and a statement of financial condition.

Section 2. Regular Association meetings shall normally be held at least quarterly, or at the call of the President.

Section 3. A special meeting of the regular membership of the Association may be called by the President. Notice of such a meeting is to be sent at least fifteen (15) calendar days in advance of meeting, at which the election of officers is to occur or at which a vote on the Constitution is to occur, shall be subject to the provisions of this rule.

ARTICLE X – DUES AND ASSESSMENTS

Section 1. A membership fee, as proposed by the President, with the approval of the Board of Directors, may be required with application for active membership in the Association.

Section 2. Annual dues and life membership fees will be determined from time to time by the President with the approval of the Board of Directors.

ARTICLE XI -PECUNIARY LIABILITY

Section 1. Since the Association is a private association within the meaning of the provisions of Army Regulation 210-22, it is not a non-appropriated fund instrumentality nor is there an official relationship between its activities and those of DOD personnel who are members and/or participants.

Section 2. Members of the Association have no personal liability for the activities of the Association, at such time as the Association is incorporated as a non-profit organization under the laws of the Virginia.

Section 3. A copy of this Constitution and By-Laws shall be posted at all times in the building constituting the Association's principal place of business. All companies, organizations, and individuals with whom the Association transacts business shall take strict and careful notice of the provision of this Article.

ARTICLE XII – AMENDMENTS

Section 1. The Constitution may be amended by majority vote of the active members at a meeting of the general membership. Votes pertaining to constitutional amendments may be cast in person or in writing at regular and special meetings. The President shall determine the validity of a written vote on a constitutional amendment and his/her determination shall be final.

Section 2. By-laws may be enacted or amended by majority vote of the Board of Directors at any of their meetings.

ARTICLE XIII – DISSOLUTION

Upon dissolution of the Association, the President of the Association shall, after paying or making provisions for the payment of all liabilities of the Association, disposal of all of the assets of the Association exclusively for the purpose of the Association in such manner or to such entity or entities organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time quality as an exempt organization or organization under section 50l(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal Revenue law) as the president shall determine.

ARTICLE XIV – ADOPTION AND FILING

Upon adoption of this revision of the Constitution by majority vote, it supersedes all previous versions. All pages must be initialed and dated.

ARTICLE XV – CONTRIBUTIONS

Section 1. The Association may accept contributions to be used in accomplishment of the Association's purpose and objectives.

Section 2. Donors to the Association shall be provided, upon request, a copy of the Internal Revenue Service letter of determination of tax-exemption, issued under the pertinent provisions of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XVI - PRECEDENCE OF REGULATIONS

Section 1. To provide for any omissions or conflict between this Constitution and its associated By-Laws and higher regulations, the order of precedence of instruments shall be:

1.1. Department of Defense Regulations.
1.2. Department of the Army Regulations.
1.3. Eisenhower School policies.
1.4. The Constitution and By-Laws of the ICAF-ES Alumni Association.