

# Bylaws of the American Institute of Constructors

## I. INTRODUCTION

- A. **General Name:** The name of the organization is the American Institute of Constructors. References in these Bylaws to the Institute refer to the American Institute of Constructors.
- B. **AIC Purpose and Mission:** The purpose of the American Institute of Constructors (AIC) is to promote individual professionalism and excellence throughout the related fields of construction. Its mission is to provide:
  - 1. A qualifying body to serve the individual in construction, the Constructor, who has achieved a recognized level of professional competence;
  - 2. Opportunities for the individual constructor to participate in the process of developing quality standards of practice and to exchange ideas;
  - 3. Leadership in establishing and maintaining high ethical standards;
  - 4. Support for construction education and research;
  - 5. Encouragement of equitable and professional relationships between the constructor and all other entities in the construction process; and
  - 6. An environment to enhance the overall standing of the construction profession.
- C. **Constructor:** Responsible master of that discipline which comprises the whole of the construction process, as well as the essential parts thereof. Possessing such skills and knowledge acquired through prescribed education and refined by experience, or earned equivalently as a recognized practitioner. An individual who initiates, develops, produces, delivers or services (in whole or essential part) construction work that meet the budget, schedule, and standards of quality which assure advantage to clients and society as a whole.
- D. **Obligation:** The Constructor is obligated to provide their client and society the highest standards of professional services and to maintain continued competence in the changing arts and sciences of the construction process.
- E. **Office:** The office means the registered office of the Institute.

## II. MEMBERSHIP

- A. **MEMBER:** A member is that person who joined according to these Bylaws.
- B. **MEMBERSHIP CLASSIFICATION:**
  - 1. The Institute shall consist of the following membership classifications: Professional, Young Professional, Educator, Student, Affiliate, Fellow, Honorary and Life members. The Professionals, Educators and Fellows shall be the voting members of the Institute.
  - 2. The term "construction professional" as used herein shall include any individual engaged in the supervisory or management staff level in construction practice or engaged in construction teaching or construction research.
- C. **PROFESSIONAL:** The classification of Professional Member shall comprise all those persons who have met the following membership requirements and have paid the appropriate yearly membership dues as set by the Board of Directors.
  - 1. Currently employed or actively seeking employment in the construction industry.
  - 2. Has agreed to aspire to embody the AIC Constructor Code of Ethics.

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- D. **YOUNG PROFESSIONAL:** The classification of Young Professional Member shall comprise all those persons who have met the following membership requirements and have paid the appropriate yearly membership dues as set by the Board of Directors.
1. Currently employed or actively seeking employment in the construction industry.
  2. Has agreed to aspire to embody the AIC Constructor Code of Ethics.
  3. Those members who are under 30 years of age.
- E. **EDUCATOR:** The classification of Educator shall comprise all those persons who have met the following membership requirements and have paid the appropriate yearly membership dues as set by the Board of Directors.
1. Is currently teaching construction related courses or is in a construction related program.
  2. Has agreed to aspire to embody the AIC Constructor Code of Ethics.
- F. **STUDENT:** The classification of Student shall comprise all those persons who have met the following membership requirements and have paid the appropriate yearly membership dues as set by the Board of Directors.
1. Currently a bona fide student in a construction program at a university or college approved by the Board of Directors, or in an alternative program whose members are authorized by the Board of Directors for membership in a chartered student chapter at the institution.
  2. Has agreed to aspire to embody the AIC Constructor Code of Ethics.
- G. **AFFILIATE:** The classification of Affiliate shall comprise all those companies or individuals who have met the following membership requirements and have paid the yearly membership dues as set by the Board of Directors.
1. Is currently serving the Construction Industry as a vendor, supplier, association, individual or is affiliated with the construction industry.
- H. **FELLOW:** Fellowship is the highest honor which may be conferred on a member of the Institute. It is limited to those persons who have advanced in their careers to a position of eminence by demonstrating a consistent pattern of professional performance and whose inclusion in the College of Fellows will bring added distinction to that body. The classification of Fellow shall comprise those persons who have been duly elected into that classification, so long as their names remain on the register as such in good standing. They shall be elected by Fellows in good standing, subject to the following requirements:
1. Requirements: The candidate shall be, at the time of nomination for election:
    - a. A construction practitioner, educator or researcher or shall be retired from any of the above; and
    - b. Have given distinguished service to the Institute
    - c. Be an AIC Professional Member for no less than 10 years.
    - d. Not be less than 40 years of age.
  2. Nomination Procedures: Only Fellow or Professional members who have been members for at least 5 years are eligible to nominate or second a nomination for Fellowship. Nominations shall be submitted on forms available from the National office. Nominations may be sought yearly by the College of Fellows. Unsuccessful applications

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shall not be carried over to a future year; however, candidates may be re-nominated. Members may not nominate themselves.

3. Election: To be elected, a Nominee must receive a majority of votes cast by Fellows voting.
  4. Has agreed to aspire to embody the AIC Constructor Code of Ethics.
- I. HONORARY - The classification of Honorary Member shall comprise those persons who have been duly elected into that classification by the Board of Directors, subject to the following requirements:
- A. The nominee is a person of eminence and distinction, or
  - B. The nominee is a person distinguished by special scientific, artistic, literary or other cultural achievements; and
  - C. At least three quarters of the Board Members present at the meeting at which the nomination is considered are in favor of the nomination as an Honorary Member.
- J. LIFE – This classification shall comprise members whose application and transfer into such classification has been approved by the Board of Directors. To be eligible for such transfer, the applicant must meet the following qualifications:
1. Be retired from the practice of the construction profession, and
  2. Have attained the age of not less than 65 years, or have been compelled to retire prior to that age by reason of incapacity or ill health, and
  3. Is at the time of application and its consideration by the Board, a member of the Institute in good standing in classification of Fellow, Professional or Affiliate;
  4. Makes payment with application of the fee set forth in the annual membership renewal form applicable at the time of the application submittal.
  5. Has paid dues to the institute for a minimum of 10 years in any membership classification.
- Upon fulfillment of sections 1 through 5 above, the member will be exempt from payment of annual dues, will continue to enjoy all the privileges of membership of the Institute and fulfill the obligations of membership in the Institute.
- K. MEMBERSHIP APPLICATION
1. Every application for election of a member shall be made in writing on a form prescribed by the Membership Committee and approved by the Board of Directors, setting out the full name and address of the applicant and such other particulars as are required.
- L. CERTIFICATES
1. On approval by the Membership Committee, the Board may grant acceptance of the applicant and award appropriate Certificates of Membership. Every Certificate shall state that it is a Certificate granted as a result of the Institute qualification prescribed by these Bylaws and does not gain its effectiveness by virtue of any statutory or public law.
  2. The Certificate of Membership shall be in a form approved by the Board of Directors and bearing the seal of the Institute. The Certificate shall remain the property of the Institute and shall be surrendered upon termination of membership. If a member satisfies the Board of Directors that their Certificate has been lost or destroyed, they may obtain from the Institute a duplicate copy on payment of such fee as may be prescribed.

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## **III. MEMBERS RIGHTS, DUTIES AND RESPONSIBILITIES**

- A. Every person shall, upon notification of their acceptance, be deemed to have entered into an agreement to abide by these Bylaws, the Code of Ethics and amendments thereto:
- B. The rights, privileges and obligations of members as prescribed by these Bylaws shall be common to all members of the Institute, except as otherwise stated.
- C. The previous use of the AIC Designation by Constructor Level Members may continue to use it through December 31, 2024. Members joining after January 1, 2015, may not use the designation of AIC.
- D. Fellow level members in good standing, whether active or retired, desiring to designate themselves as belonging to the Institute, shall state the classification to which they belong, according to the following abbreviated forms:
  - 1. FAIC
  - 2. The distinguishing letters may be used so long as membership in the College of Fellows continues, but shall not be used upon membership termination in accordance with Bylaw V.
- E. All members, except those whose dues are in arrears, as hereafter provided by these Bylaws, shall be entitled to receive notice of and be present at general meetings of the institute, but only Professional, Young Professional, Educator and Fellow Members shall be entitled to vote on any matters raised, or in postal or electronic ballots conducted by the Institute, except as hereinafter provided by the Bylaws.

## **IV. MEMBERS' FINANCIAL OBLIGATIONS**

- A. The Board of Directors of the Institute shall set the registration fees and annual dues.
- B. Registration fees and initial annual dues are payable with the Application for Membership.
- C. The annual dues shall be tendered with all applications submitted prior to the first day of September of any given year, and be payable on the first day of January of the following year, and each year thereafter. For applications submitted after the first day of September, the annual dues shall be waived until January of the subsequent year and payable on the first day of January each year thereafter.
- D. Dues not paid by members within 30 days after due date shall bring a reminder from the Institute. The Executive Committee shall be notified of any members not paying after notification; and it shall have the power, after suitable remonstrance by letter, to terminate the defaulter's membership and request return of the Certificate of Membership.
- E. The Executive Committee may, at its discretion, reinstate any member terminated under the provision of the foregoing paragraph, should it find good reason, or may, in special circumstances, exempt the registration fee of a candidate for membership who has previously been a member.
- F. A member who is in arrears of payment of dues shall not be eligible for nomination or election to office.

## **V. MEMBERSHIP TERMINATION & DISCIPLINE**

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- A. Any member of any class may resign their membership by notice in writing to the Executive Director, and their resignation shall take immediate effect.
- B. The Executive Committee may suspend a member from the Institute and cancel their membership for nonpayment of dues in accordance with Section D of Bylaw IV.
- C. The Board of Directors of the Institute may, by a two-thirds majority vote, suspend a member from the privilege of membership, may declare their membership forfeited and may admonish and censure a member if:
  - 1. In the opinion of the Board, they have been guilty of any breach or failure to observe the provisions of these Bylaws or any revisions thereof; or
  - 2. In the opinion of the Board, upon recommendation of the Executive Committee and in accordance with the Disciplinary Procedures, they have been guilty of dishonorable practice or conduct detrimental to the construction profession or the Institute; or
  - 3. In the opinion of the Board, their admission was obtained by improper means or false credentials.
- D. Prior to Board action considering suspension of or forfeiture of membership, in accordance with Section C of this Bylaw V, the Executive Committee shall:
  - 1. Notify the member of an impending inquiry regarding their conduct. The notice shall be sent by registered mail at least 30 days prior to the inquiry meeting, and shall specify the charge or complaint. Postponements or continuations may be granted by the Committee; and
  - 2. Upon hearing such inquiry, give the member the opportunity of being heard and of presenting such evidence as they may desire (the Executive Committee may appoint a subcommittee for investigative purposes under this Bylaw); and
  - 3. If, in the opinion of a two thirds majority of Executive Committee, misconduct has occurred, the matter shall be presented to the Board of Directors for appropriate action.

## **VI. BOARD OF DIRECTORS**

- A. The makeup of the Board of Directors will be as follows:
  - 1. No fewer than 12, no greater than 27 voting members will be elected at large, one third of whom will be elected each year for a 3 year term of office.
  - 2. Chairs for Standing or Other Committees shall be granted a Board seat and vote as part of their duties as committee chair.
- B. In addition to the elected Directors in part 1 above, each national AIC Past President may serve as a non-voting member of the Board of Directors.
- C. A member of any voting classification of the Institute is eligible to serve as a member of the Board of Directors.
- D. Nominations for Director shall be solicited from all voting members. Each nomination submitted must carry the signature of at least two voting members, and a statement of qualification and intent to serve by the nominee.
- E. Any Standing or Other Committee Chair or an Officer including the Immediate Past President elected by the Board of Directors who is not an elected member of the Board of Directors is designated as an appointed voting member of the Board for their term of office.

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- F. The office of a Board member shall be vacated by action of the Executive Committee if the member:
  - 1. is compensated for their services by the Institute;
  - 2. becomes suspended;
  - 3. resigns their office;
  - 4. ceases to be a member of the Institute; or
  - 5. Is absent without excuse from 2 consecutive meetings of the Board of Directors
- G. The President of the Institute shall appoint a member in good standing to fill a vacancy in the Board until such time as the next regularly scheduled election is held and at that time elect a Director for an abbreviated term.
- H. Meetings of the Board of Directors shall be held at the call of the President, or in the President's absence, the Vice President, or a meeting shall be held in response to a request lodged with the Executive Director and signed by not less than six Board members.
- I. A majority of voting members shall form a quorum at any Board meeting. At every meeting of the Board, the President, or in the President's absence the Vice President, or in the Vice-President's absence, a Board member chosen by those present shall be Chair. A quorum must be present to pass any resolutions of the Board.
- J. As part of their duties, a Board of Director is expected to actively serve on one or more committees.
- K. The Board of Directors shall cause proper accounts to be kept with respect to:
  - 1. Income received and monies disbursed by the Institute, all purchases and expenses of the Institute, and the assets and liabilities of the Institute; and
  - 2. The accounts shall be kept at the registered office of the Institute, or at such other place or places as the Board of Directors shall deem fit, and shall always be open to inspection by the members.

## **VII. OFFICERS**

- A. The Officers of the Institute shall consist of the following, who shall take office in the manner provided for in these Bylaws:
  - 1. THE PRESIDENT,
  - 2. THE VICE PRESIDENT,
  - 3. THE SECRETARY, and
  - 4. THE TREASURER
- B. Only Professional, Young Professional and Fellow members are eligible for election as Officers.
- C. The President, Vice President, Secretary and Treasurer will be elected by the Board of Directors at their mid-year meeting. They will be installed at the next Annual General Meeting following their election, and will serve for a term of two years, or until their successors are installed. The President-Elect will present the program for the coming year at the time of installation. Committee appointments will be announced before the Annual General Meeting.

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- D. The duties of the President should be discharged in their absence by the Vice President or by any member of the Executive Committee elected by that body to do so.
- E. The Vice President, Secretary and Treasurer shall perform such duties as the Board of Directors shall determine.

## VIII. EXECUTIVE DIRECTOR & STAFF

- A. An Executive Director shall be appointed by the Board of Directors. The term of their appointment shall continue until terminated by resolution of a majority of Board of Directors.
- B. It shall be the duty of the Executive Director, under the direction of the Board, to attend all meetings of the Institute and of the Board and to see that the minutes of all proceedings are properly entered in the books provided for the purpose; to issue notices calling ordinary and extraordinary meetings; to perform all other acts which the Board and Officers may direct, including the keeping of the Register of Members; to direct the collection of dues and fees; to present all accounts to the Board for inspection and approval; to cause proper books of account to be kept, and to receive and pay all monies on account of the Institute; to furnish a properly audited account and balance sheet to accompany each Annual Report; to conduct the correspondence of the Institute; to supervise the printing and edit the transactions and publications of the Institute; and to select, manage and terminate staff personnel.
- C. The Executive Director may take part in Board deliberations, but shall not vote.
- D. The Executive Director shall present to the annual Board meeting a report of the activities of the Institute during the fiscal year.

## IX. COMMITTEES

- A. EXECUTIVE COMMITTEE - The affairs of the Board of Directors shall be carried on between Board meetings by an Executive Committee as described below:

- 1. The current Officers (4);
- 2. The immediate Past President; and
- 3. The chairs of the Standing and Other Committees.

- B. FINANCE COMMITTEE

- 1. The Finance Committee shall consist of 6 members; the 3 immediate Past Presidents, the current President, the Vice President, and the Treasurer. The immediate Past President shall be Chair of the Committee.
- 2. The Finance Committee shall prepare the annual budget for the Institute and other duties assigned by the President of the Board of Directors.

- C. LONG RANGE PLANNING COMMITTEE - The Long Range Planning Committee (LRPC) shall develop, review and continually monitor plans for the Institute with respect to growth and progress.

- 1. The LRPC shall consist of 5 members:
  - a. The President,
  - b. The 2 immediate Past Presidents and
  - c. The Chair of the Membership Committee.

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d. The current Vice President shall be Chair of the LRPC.

## **D. STANDING COMMITTEES**

1. There shall be 6 Standing Committees: AIC Constructor Certification Commission Board of Governors, American Institute of Constructors Ethics Commission, Inter-Industry Relations, Programs and Education, Publications and Membership.
2. The Chair of each Standing Committee shall be appointed by the President, with confirmation by the Board of Directors.

E. OTHER COMMITTEES - The President, with the consent of the Board of Directors, may appoint committees or task forces as necessary to explore or investigate matters of interest to the Institute.

1. The President shall be an ex-officio member of each committee.
2. The Chair of each Other Committee or Task Force shall be appointed by the President, with confirmation by the Board of Directors.
3. Each committee may conduct its own business, subject to Board approval. It shall not take any public action nor incur any monetary responsibility, provided, however, that in an emergency it may take such public action as shall be sanctioned by the Executive Committee.

## **X. MEETINGS**

- A. A General Meeting of the Membership shall be held yearly on a date selected by the Board of Directors.
- B. The Board of Directors may convene other general meetings.
- C. At general meetings any resolution adopted by a majority of those voting members present shall be declared a resolution of the Institute.
- D. An annual organization meeting of the Board of Directors shall immediately follow the Annual General Meeting of the members. The Board of Directors shall also hold a mid-year board meeting.

## **XI. CHAPTERS**

- A. The Board of Directors shall have the power to establish Chapters consisting of members of all categories, residing in any territory and to confer on such Chapters all such power, authority and discretion as shall be deemed appropriate.
- B. The Board of Directors shall have the power to found a Canadian Center as a coordinating body for all of Canada with Board representation as defined in Bylaw VI.
- C. The Organizational Structure and Chapter Bylaws shall be submitted to the Institute for Board of Directors' approval.

## **XII. AMENDMENTS & OTHER**

- A. The power to amend these Bylaws belongs solely to the Board of Directors. These Bylaws may only be changed upon the publication to the general membership of the proposed amendments 30 calendar days prior to the meeting at which the amendment will be considered. The revised bylaws will then be published to the general membership.



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## B. EMBLEM

1. The design and the guidelines for the use of the Institute's official emblem shall be as prescribed by the Board of Directors.
2. The emblem shall be used only on: official Institute stationery, including Local and Chapter's; official badges, charms and pins; official banners and placards: and Institute publications.

## C. SEAL - The Institute's seal shall not be affixed to any instrument except by authority of a resolution by the Board of Directors.

### Footnotes & revisions

1. Approved April 04, 1986
2. Approved April 03, 1987
3. Approved February 06, 1983
4. Approved February 06, 1983
5. Approved April 04, 1986
6. Approved February 06, 1987
7. Approved April 03, 1987
9. Approved April 08, 1988
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14. Approved April 10, 1999
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16. Approved January 05, 2006
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18. Approved January 03, 2011
19. Approved April 14, 2014
20. Approved October 16, 2014
21. Approved March 28, 2016
22. Approved November 07, 2017

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23. Approved August 22, 2018