

Bylaws of the American Institute of Constructors

Note: The use of pronouns in the masculine sense in the foregoing document refers to male or female and is independent of gender.

Article I. INTRODUCTION

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

Article II. MEMBERSHIP

1. **MEMBER:** A member is that person who joined according to these Articles.
2. **MEMBERSHIP CLASSIFICATION:**
 - A. The Institute shall consist of the following membership classifications: Professional, Student, Educator, Affiliate, Fellow, Honorary and Life members. The Professional, Educators, and Fellows shall be the voting members of the Institute.
 - B. The term "construction profession" as used herein shall include any individual engaged at the supervisory or management staff level in construction practice, or engaged in construction teaching or construction research.
3. **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.

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- A. Currently employed or actively seeking employment in the construction industry.
 - B. Has agreed to abide by the AIC Constructor Code of Ethics.
4. 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.
 - A. Is currently teaching construction related courses or in a construction related program.
 - B. Has agreed to abide by the AIC Constructor Code of Ethics.
5. 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.
 - A. 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.
 - B. Has agreed to abide by the AIC Constructor Code of Ethics.
6. 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.
 - A. Is currently serving the Construction Industry as a vendor, supplier, association, individual, or is affiliated with the construction industry.
7. 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:
 - A. Requirements: The candidate shall be, at the time of nomination for election:
 - i. A construction practitioner, educator or researcher or shall be retired from any of the above; and
 - ii. Have given distinguished service to the Institute
 - iii. Be an AIC Professional Member for no less than 10 years.
 - iv. Not be less than 40 years of age.
 - B. Nomination Procedures: Only Fellow or Professional members who have been members for at least 5 years' time are eligible to nominate or second a nomination for Fellowship. Nominations shall be submitted on forms available from the National office. The forms shall be completed in full and returned to the National Office at least 60 days prior to the Annual Forum. Unsuccessful applications shall not be carried over to a future year, however, candidates may be re-nominated. Members may not nominate themselves.
 - C. Election: An affirmative vote by at least three quarters of the Fellows in good standing casting ballots is required to elect a Fellow. However, the affirmative vote shall be a majority of all Fellows in good standing.

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8. 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.
9. SPECIAL MEMBERSHIP - Within the Institute, there are two classes of special membership, Emeritus Members and Life Members. These classifications shall comprise those members whose application for transfer into such classification have been approved by the Board of Directors. To be eligible for such transfer, the applicant must meet the following qualifications:
 - A. EMERITUS MEMBER
 - i. Be retired from the practice of the construction profession, and;
 - ii. 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
 - iii. 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;
 - iv. Makes payment with application of (2) years annual dues, at the rate current for the candidate's membership classification,
 - v. Has paid dues to the institute for a minimum of (8) years in any membership application.

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.

- D. LIFE MEMBER
 - i. A life member is any qualified Professional, Educator, or Fellow who, through payment of a special dues assessment will be granted membership in the Institute for life.
 - ii. The dues assessment will consist of one payment of 10 times the current dues rate of the member's current classification.
 - iii. The Life member will continue to enjoy all the privileges and obligations of membership without exception, except for dues payments.
10. MEMBERSHIP APPLICATION
 - A. 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.

11. CERTIFICATES

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- A. On recommendation of the Professional Standards Committee and 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 Articles and does not gain its effectiveness by virtue of any statutory or public law.
- B. 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 his Certificate has been lost or destroyed, he may obtain from the Institute a duplicate copy on payment of such fee as may be prescribed.

Article III. MEMBERS RIGHTS, DUTIES AND RESPONSIBILITIES

- A. Every person shall, upon notification of his acceptance, be deemed to have entered into an agreement to abide by these By-Laws and the Code of Ethics and amendments thereto:
- B. The rights, privileges and obligations of members as prescribed by these Articles 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 until 12/31/2024. Members joining after 1/1/2015 may not use the designation of AIC.
- D. A Fellow level member in good standing, whether active or retired, desiring to designate himself as belonging to the Institute, shall state the classification to which he belongs, according to the following abbreviated forms:
 - i. FAIC
 - ii. 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 Article V.
- E. All members, except those whose dues are in arrears, as hereafter provided by these Articles, shall be entitled to receive notice of and be present at general meetings of the institute, but only 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 Articles.

Article 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 September, the annual dues shall be waived until January of the following 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

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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 under the provision of the forgoing 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.

Article V. MEMBERSHIP TERMINATION & DISCIPLINE

- A. Any member of any class may resign his membership by notice in writing to the Executive Director and his resignation shall take immediate effect.
- B. The Executive Committee may suspend a member from the Institute and cancel his membership for nonpayment of dues in accordance with Section 4 Article 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 his membership forfeited, and may admonish and censure a member if:
 - i. In the opinion of the Board, he has been guilty of any breach or failure to observe the provisions of these Articles or any revisions thereof; or
 - ii. In the opinion of the Board, upon recommendation of the Disciplinary Committee and in accordance with the Disciplinary Procedures, he has been guilty of dishonorable practice or conduct detrimental to the construction profession or the Institute; or
 - iii. In the opinion of the Board, his 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 3 of this Article V, the Executive Committee shall:
 - i. Notify the member of an impending inquiry regarding his 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
 - ii. Upon hearing such inquiry, give the member the opportunity of being heard and of presenting such evidence as he may desire (the Executive Committee may appoint a subcommittee for investigative purposes under this Article); and
 - iii. 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.

Article VI. BOARD OF DIRECTORS

- A. The make up of the Board of Directors will be as follows:
 - i. 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.

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- ii. Each chartered Chapter will be entitled to appoint one voting member in addition to those elected in part A above. Such Board members will be installed at the next Annual General Meeting following appointment and will serve at the pleasure of the chartered Chapter, with a minimum term of office of one year.
- B. In addition to the elected Directors in A. 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 committee Chairman or an Officer 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 his term of office.
- F. The office of a Board member shall be vacated by action of the Executive Committee if the member:
 - i. is compensated for his services by the Institute;
 - ii. becomes suspended;
 - iii. resigns his office;
 - iv. ceases to be a member of the Institute; or
 - v. 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 his 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 his absence the Vice President, or in their absence, a Board member chosen by those present shall be Chairman. A quorum must be present to pass any resolutions of the Board.
- J. The Board of Directors shall cause proper accounts to be kept with respect to:
 - i. Income received and monies disbursed by the Institute, all purchases and expenses of the Institute, and the assets and liabilities of the Institute; and
 - ii. 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.

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Article VII. OFFICERS

- A. The Officers of the Institute shall consist of the following, who shall take office in the manner provided for in these Articles:
 - 1. THE PRESIDENT
 - 2. THE VICE PRESIDENT
 - 3. THE SECRETARY, and
 - 4. THE TREASURER
- B. Only Professional members 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 one year, or until their successors are installed provided. The President-Elect will present his program for the ensuing year at the time of installation. Committee appointments will be announced before the Annual General Meeting.
- D. The duties of the President should be discharged in his 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.

Article VIII. EXECUTIVE DIRECTOR & STAFF

- A. An Executive Director shall be appointed by the Board of Directors and the term of his 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; 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.

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Article 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:
 - i. The current Officers (4);
 - ii. The immediate Past President; and
 - iii. The chairs of the Standing Committees.
- B. FINANCE COMMITTEE
 - i. 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 Chairman of the Committee.
 - ii. 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.
 - i. The LRPC shall consist of 6 members:
 - 1. The President,
 - 2. The 2 immediate Past Presidents and
 - 3. The Chairman of the Membership Committee and Professional Standards Committee.
 - 4. The current Vice President shall be chairman of the LRPC.
- D. STANDING COMMITTEES
 - i. There shall be 7 Standing Committees: AIC Constructor Certification Commission Board of Governors, American Institute of Constructors Ethics Commission, Inter-Industry Relations, Professional Standards, Programs and Education, Publications, & Membership Services.
 - ii. The Chairman 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.
 - i. The President shall be an ex-officio member of each committee.
 - ii. 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.

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Article 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.

Article XI. CHAPTERS

- A. The Board of Directors shall have the power to found 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 thought appropriate.
- B. The Board of Directors shall have the power to found a Canadian Centre as a coordinating body for all of Canada with Board representation as defined in Article VI.
- C. The Organizational Structure and Chapter Bylaws shall be submitted to the Institute for Board of Directors' approval.

Article 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.
- B. EMBLEM
 - i. The design and the guidelines for the use of the Institute's official emblem shall be as prescribed by the Board of Directors.
 - ii. 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.

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Footnotes & revisions

1. Approved 4/4/86
2. Approved 4/3/87
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