

## I. INTRODUCTION

A. General Name: The organization is called the American Institute of Constructors (INSTITUTE).

B. INSTITUTE Purpose and Mission:

The INSTITUTE is dedicated to advancing professionalism and excellence in the construction industry by:

- i. Enhancing the reputation and credibility of the construction profession through the advocacy of excellence, professionalism, and public trust, driven by impactful programs and initiatives.
- ii. Promoting education and research in construction by supporting evidence-based innovations, aligning with accredited educational standards, and fostering lifelong learning for industry professionals.
- iii. Upholding the highest ethical standards through transparent governance, accountability to stakeholders, and a steadfast commitment to integrity in all organizational activities.
- iv. Creating meaningful opportunities for engagement by empowering members to shape construction practices, share innovative ideas, and contribute to a dynamic, forward-thinking community.
- v. Promoting equity and professionalism within the construction industry by fostering diversity, ensuring fair practices, and cultivating collaborative partnerships.
- vi. Expanding global influence and innovation by leveraging advanced technologies, supporting hands-on workforce training, advocating for industry-shaping policies, and prioritizing sustainable and resilient construction practices to address global challenges.

C. Constructor Definition: A Constructor is a construction professional who oversees and manages the full lifecycle of a construction project, ensuring that all phases—from planning to completion—adhere to budget, schedule, quality, and safety standards. This role requires effective coordination of teams, resources, and stakeholders to deliver successful outcomes.

D. Obligation: Constructors are obligated to deliver the highest standards of professional service to clients and society, continuously maintaining competence through the evolving landscape of construction practices, technological advancements, and industry best practices.

## II. MEMBERSHIP

A. General Membership: A member is an individual who joins the INSTITUTE as outlined in these Bylaws. The Board of Directors [BOARD] may change the Membership Classifications.

B. Membership Classifications:

The INSTITUTE has the following membership categories:

- i. Lifetime
- ii. Emeritus
- iii. Fellow
- iv. Professional
- v. Educator

- vi. Honorary
- vii. Student
- viii. Affiliate
- C. Lifetime Member: This classification shall comprise members whose application and transfer into such classification has been approved by the BOARD. To be eligible for such a transfer, the applicant must meet the following qualifications:
  - i. Have attained the age of not less than 57 years.
  - ii. It is at the time of application and its consideration by the BOARD, a member of the INSTITUTE in good standing.
  - iii. Makes payment with application of the fee set forth in the annual membership renewal form applicable at the time of the application submittal; and
  - iv. Has paid dues to the Institute for a minimum of 10 years in any membership classification except Student or Affiliate.
- D. Emeritus Member: Eligible Members are retired from the practice of the construction profession and meet these criteria:
  - i. Be at least 65 years of age with over 10 years of service to the INSTITUTE.
  - ii. Dues are discounted 50% for this Membership category.
  - iii. Application approved by Board.
- E. Fellow Member: Fellow membership is the highest honor granted to distinguished members of the INSTITUTE. Members may not nominate themselves. Unsuccessful applications shall be carried over for future consideration. Candidates must:
  - i. Be a Professional or Educator Member.
  - ii. Have nominations by only Fellow or Professional members who have been members for at least five years.
  - iii. Have been an INSTITUTE Member in good standings for at least 10 years.
  - iv. Receive a majority vote from the Fellows in good standing.
  - v. Be at least 47 years of age.
- F. Professional Member: Professional members meet these criteria:
  - i. Employed in the construction industry.
  - ii. Aspires to embody the INSTITUTE's mission.
- G. Educator Member: Educators are those who:
  - i. Teach construction-related courses at accredited programs.
  - ii. Aspires to embody the INSTITUTE's mission.
- H. Honorary Member:
  - i. Honorary membership is awarded to individuals distinguished by significant achievements in design and or construction industry, based on nominations approved by the BOARD.
  - ii. Must become Member and keep current with dues.
  - iii. Aspires to embody the INSTITUTE's mission.
- I. Student Member:
  - i. Students who are enrolled in a construction-related program at an accredited institution are eligible.

- ii. Aspires to embody the INSTITUTE's mission.
- J. Affiliate Member: This category includes companies or individuals serving the construction industry, such as vendors or suppliers.
- K. Membership Application: All membership applications must be submitted for approval on the form prescribed by the BOARD.
- L. Certificates: Upon approval, members will receive a Certificate of Membership.
- M. Recognition: Members shall be recognized annually for their service and commitment to the INSTITUTE with the following Awards:
  - i. AIC Dugan/Liska Lifetime Achievement Award
  - ii. The Walter Nashert, Sr Constructor Award
  - iii. The AIC Young Member Award
  - iv. The Jack Kinnaman AIC Leadership Award
  - v. The WA Klinger Construction Education Award
  - vi. The Constructor Certification Commission Stephen P. Byrne Award
  - vii. The Constructor Certification Commission National Company Award of Excellence

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

- A. Agreement: By accepting membership, individuals agree to adhere to the INSTITUTE Bylaws, Code of Ethics, and any amendments. The rights, privileges and obligations of members as prescribed by these Bylaws shall be common to all members of the INSTITUTE.
- B. Rights and Privileges: All members, except those in arrears, may attend meetings. Only Professional, Educator, and Fellow members may vote.
- C. Fellow Members' Designation: Fellow members in good standing may use the "FAIC" designation as long as they remain active members.
- D. Professional and Educator Members' Designation: Members in good standing may use the "AIC" designation as long as they remain active members.

### IV. MEMBERSHIP FINANCIAL OBLIGATIONS

- A. Fees: The BOARD sets the fee schedule, with the recommendation from the Finance Committee.
- B. Payment: Dues are payable with the application and on the first day of January each year.
- C. Exemptions: The Executive Committee may reinstate members under certain conditions or exempt the registration fee for former members on a case-by-case basis.
- D. Eligibility for Officer or Chair: Members in arrears are not eligible for office nominations or elections.

### V. MEMBERSHIP TERMINATION & DISCIPLINE

- A. Resignation: Members may resign by submitting written notice.
- B. Nonpayment: Membership may be suspended or canceled for nonpayment of dues.
- C. Suspension or Forfeiture: The BOARD may suspend or expel members for breaching the Bylaws, dishonorable conduct, or obtaining membership through false means.

D. Disciplinary Procedures:

- i. Members will be notified of disciplinary inquiries by the Executive Committee
- ii. The Executive Committee will review the case and if in the opinion of two-thirds of the majority that misconduct occurred, the matter shall be presented to the BOARD for their action.
- iii. The BOARD makes final decision.

VI. BOARD OF DIRECTORS

- A. Structure: The Executive Committee determines the structure and size of the BOARD.
- B. Eligibility: Only Professional and Fellow members may be appointed or elected.
- C. Election: BOARD members shall be elected by the Membership for a single two-year term.
- D. Nominations: Nominations must be recommended by at least two voting members and include the nominee's qualifications as defined by the BOARD.
- E. Vacancies: The President may appoint a member to fill a vacancy on the BOARD until the next election.
- F. Quorum: A majority of the BOARD is required for a quorum and voting on resolutions.
- G. Proxy Voting: Proxy voting is allowed for Board Members and must be stated and recorded prior to any voting discussion.
- H. Non-voting Members: The Executive Director and Advisors may participate in the business of the BOARD.
- I. A BOARD member shall vacate their position from the BOARD or by action of the Executive Committee, if the member:
  - i. is compensated for by their services by the INSTITUTE.
  - ii. becomes suspended.
  - iii. resign from their office.
  - iv. ceases to be a member of the INSTITUTE; or
  - v. Is absent without excuse from two consecutive meetings of the BOARD.
- J. The President of the INSTITUTE shall appoint a member in good standing to fill a vacancy on the BOARD until such time as the next regularly scheduled election is held and at that time elect a Director for an abbreviated term.
- K. Meetings of the BOARD shall be regular or at the call of the President, or in the President's absence, the Past President, or a meeting shall be held in response to a request lodged with the Executive Director and confirmed by at least five BOARD members.

VII. OFFICERS

A. Roles:

The Officers of the Institute make up the Executive Committee and shall consist of the following, who shall take serve as defined in these Bylaws:

- i. President
- ii. Past President

- iii. Dean, College of Fellows
- iv. Chair, Certification Commission
- v. Chair, Ethics Commission
- vi. Chair, Finance Committee
- vii. Executive Director
- B. Eligibility: Only Professional and Fellow members may be appointed or elected.
- C. Election: President shall be elected by the Membership for a single two-year term and then become Past President.
- D. Duties: Officers perform duties as defined by these Bylaws and the most current strategic plan. The President is responsible for leadership and vision of the INSTITUTE.

#### VIII. EXECUTIVE DIRECTOR & STAFF

- A. Appointment: The Executive Director is appointed by the BOARD and serves at its discretion.
- B. Responsibilities:
  - i. Leadership and Vision: Guide the organization by supporting its strategic direction, aligning activities with the mission, and inspiring volunteers and stakeholders.
  - ii. Management: Oversee day-to-day operations, program implementation, and resource allocation to ensure goals are met efficiently.
  - iii. Board Collaboration: Partner with the board of directors, providing updates, seeking input, managing nominations and elections, and implementing their decisions.
  - iv. Advocacy and Representation: Function as the public face of the organization, promoting its mission, networking with community leaders, and advocating for its cause.
  - v. Compliance: Ensure the nonprofit adheres to legal, ethical, and regulatory standards, including reporting requirements.

#### IX. COMMITTEES

- A. Executive Committee: The business of the BOARD shall be continued between BOARD meetings by an Executive Committee which consist of the Officers.
- B. Standing Committees:
  - i. The Chair of each Standing Committee shall be recommended by the Executive Committee and approved by the BOARD and shall serve two-year terms and no more than two terms.
  - ii. There are seven Standing Committees:
    - a. Certification Commission,
    - b. College of Fellows,
    - c. Ethics Commission,
    - d. Finance Committee,
    - e. Industry Relations,

- f. Marketing, and
- g. University Relations.

C. Other Committees or Task Forces

- i. Mission Alignment: Task forces or additional committees should address emerging issues and trends in the construction industry, ensuring the INSTITUTE remains at the forefront of innovation, sustainability, and global engagement.
- ii. Enhanced Charge:
  - a. Emerging Trends: Identify and address emerging issues in the construction industry, such as innovative technologies, sustainability practices, or workforce development, to ensure the INSTITUTE remains responsive and relevant.
  - b. Innovation and Research: Create task forces or committees focused on researching and implementing innovative solutions that advance the INSTITUTE's mission and address global construction challenges.
  - c. Agility and Flexibility: Task forces should operate with flexibility, focusing on short-term initiatives that align with INSTITUTE's mission and strategic goals.

D. Certification Commission

- i. Mission Alignment: The Certification Commission shall focus on enhancing the credibility and professionalism of the construction industry by ensuring that INSTITUTE certified constructors uphold the highest standards of expertise and integrity.
- ii. Enhanced Charge:
  - a. Certify Constructors: Oversee the creation and maintenance of certification standards that align with the INSTITUTE's mission of advancing excellence and public trust in the construction profession.
  - b. Maintain Ethical Standards: Ensure certification processes incorporate ethical standards that reflect the INSTITUTE Code of Ethics, contributing to the industry's credibility and professionalism.
  - c. Continuous Improvement: Regularly review and update certification requirements to reflect new industry developments, technological advancements, and best practices, supporting lifelong learning in the profession.
  - d. Global Relevance: Adapt certification standards to address global challenges, including sustainability and resilience in construction practices.

E. College of Fellows

- i. Mission Alignment: The College of Fellows should play a significant role in supporting INSTITUTE's mission to foster leadership and innovation in the construction industry.
- ii. Enhanced Charge:
  - a. Select Dean: Nominate and elect for a lone three-year term by majority vote of the College of Fellows in good standing.
  - b. Induct and Support Fellows: Maintain an active roster of qualified candidates and induct new Fellows who have demonstrated significant contributions to the advancement of the construction profession, with a focus on fostering diversity and leadership within the industry.
  - c. Promote Innovation: Encourage Fellows to actively engage in thought leadership, research, and the development of innovative solutions that shape the future of the industry, particularly in sustainability and equity.
  - d. Mentorship and Advocacy: Support the professional growth of younger or emerging constructors through mentorship programs and advocacy for best practices in construction management.
  - e. Visibility: Ensure that Fellows contribute to the public awareness of the INSTITUTE's goals and ethical standards, serving as ambassadors for INSTITUTE's purpose and values.

F. Ethics Commission

- i. Mission Alignment: The Ethics Commission plays a critical role in upholding INSTITUTE's commitment to the highest ethical standards and ensuring transparency and fairness in the construction profession.
- ii. Enhanced Charge:
  - a. Promote Ethical Standards: Ensure that all members and leaders of the INSTITUTE adhere to the INSTITUTE's Code of Ethics in all professional activities and advocate for ethical conduct throughout the construction industry.
  - b. Ethics Education and Advocacy: Provide ongoing education and resources to support ethical decision-making and promote transparency in construction practices, addressing emerging ethical issues within the profession.
  - c. Industry Leadership: Work with industry stakeholders to advocate for stronger ethical standards across the construction industry, fostering public trust and improving the industry's reputation.

G. Executive Committee

- i. Mission Alignment: The Executive Committee should ensure effective governance and drive the INSTITUTE's long-term strategic initiatives, aligning with the broader goals of the INSTITUTE.
- ii. Enhanced Charge:

- a. Long-Term Development: Lead and manage the strategic direction of the INSTITUTE, ensuring alignment with the mission of promoting excellence, professionalism, and public trust in the construction industry.
- b. Program Implementation: Provide oversight and direction for the implementation of key programs and initiatives across all committees, ensuring that these activities meet the highest standards and align with INSTITUTE's mission.
- c. Operational Management: Oversee day-to-day operations and governance, ensuring the effective and efficient functioning of the INSTITUTE, while maintaining transparency and accountability to members and stakeholders.
- d. Stakeholder Communication: Develop clear and consistent messaging to communicate the INSTITUTE's vision, achievements, and ethical standards to members, external stakeholders, and the public. Maintained individual membership numbers.
- e. Foster Engagement: Create opportunities for members to shape construction practices, share ideas, and foster collaboration within the INSTITUTE and with external partners.
- f. Emergency Situations: Executive committee to act in emergencies between meetings, subject to later ratification by the BOARD.
- g. Appoint: A College of Fellow to serve as an ACCE Board of Trustees as a Sustaining Member.
- h. Fundraising: Lead efforts to secure funding through grants, donations, and events, while building relationships with donors and sponsors.

#### H. Finance Committee

- i. Mission Alignment: The Finance Committee ensures the financial health of the INSTITUTE, aligning with the mission of ensuring sustainability and supporting the INSTITUTE's strategic goals and is responsible for maintaining the fee schedule for membership and other services, and review and provide recommendations to the Board each by October 31<sup>st</sup> of each year..
- ii. Enhanced Charge:
  - a. Annual Budget: Develop the annual budget in alignment with the INSTITUTE's goals, ensuring funds are allocated effectively to support programs that advance excellence in the construction profession, including education, research, and global initiatives.
  - b. Financial Oversight: Monitor the financial health of the INSTITUTE, ensuring resources are used efficiently and effectively to support the mission of promoting professionalism and innovation in construction.
  - c. Sustainability in Finance: Ensure that financial decisions prioritize long-term sustainability, allowing the INSTITUTE to continue



advancing global influence and implementing innovative solutions to the construction industry's challenges.

- d. Transparent Reporting: Provide transparent financial reports to stakeholders, ensuring the INSTITUTE maintains accountability and trust.

I. Industry Relations Committee

- i. Mission Alignment: This committee should focus on expanding the INSTITUTE's reach within the construction industry and fostering key relationships with private businesses, associations, and industry partners.
- ii. Enhanced Charge:
  - a. Industry Partnerships: Establish and nurture relationships with private construction businesses, trade associations, and industry groups to foster collaboration, promote INSTITUTE's mission, and expand the INSTITUTE's influence.
  - b. Public Awareness: Work to raise awareness of INSTITUTE's role in advancing professionalism, ethics, and innovation in the construction industry.
  - c. Development Opportunities: Identify and create opportunities for INSTITUTE members to engage with industry partners, share knowledge, and contribute to the advancement of industry standards and best practices.
  - d. Sustainability and Innovation: Advocate for sustainable and resilient construction practices and align industry partnerships with global challenges, such as climate change and technology adoption.

J. Marketing Committee

- i. Mission Alignment: The Marketing Committee should play a key role in promoting the INSTITUTE's mission and enhancing the organization's visibility and reputation within the industry and the public.
- ii. Enhanced Charge:
  - a. Promote INSTITUTE's Values: Develop marketing campaigns that highlight the INSTITUTE's commitment to excellence, integrity, and innovation in the construction industry.
  - b. Brand Positioning: Strengthen INSTITUTE's brand positioning as a leader in construction education, certification, ethics, and professional development.
  - c. Member Engagement: Engage current and prospective members through strategic communications, ensuring alignment with INSTITUTE's mission of promoting lifelong learning, research, and professional development.
  - d. External Relations: Increase the INSTITUTE's visibility to external stakeholders, including government agencies, universities, and

private construction firms, with a focus on equity, diversity, and sustainability.

K. University Relations Committee

- i. Mission Alignment: This committee should focus on fostering relationships with academic institutions and government agencies to promote education, research, and professional development in the construction industry.
- ii. Enhanced Charge:
  - a. Academic Partnerships: Build and strengthen relationships with universities to advance research, curriculum development, and practical learning in the construction field.
  - b. Workforce Development: Collaborate with academic institutions to promote the professional development of the future construction workforce, emphasizing INSTITUTE's certification and educational standards.
  - c. Public Policy Advocacy: Work with government agencies and policymakers to advocate for policies that promote educational advancement, innovation, sustainability, and ethical practices in the construction industry.
  - d. Student Membership: Increase student membership levels at participating testing centers and promoting through the student competitions.

X. MEETINGS

- A. General Meetings: The INSTITUTE will hold an annual in-person general meeting to conduct Board and Committee business, recognize new Fellows and service milestones, and awards for selected recipients. Additional meetings will be scheduled as needed to address any pressing matters.
- B. BOARD Voting: Resolutions adopted by a majority of those present, provided a quorum is met, and proxy votes considered shall be binding for all matters of business.
- C. Commission and Committee Meeting are encouraged to meet as necessary to address their respective business and action items effectively as defined and assigned in the strategic plan.
- D. Board Meetings: Committee Chairs are required to submit an action item report prior to each scheduled BOARD meeting when BOARD consideration and approvals are necessary.
- E. Strategic Planning Meeting: The BOARD will meet every four years to review and update the strategic plan. The updated and approved strategic plan will be made available on the INSTITUTE's website for transparency and member access.

XI. AMENDMENTS & OTHER

- A. Amendments: The BOARD has the exclusive power to amend these Bylaws, after 30 days' required notice to members, with two-thirds approval of BOARD quorum, once every two years.
- B. Emblem: The BOARD defines the official emblem and regulates its use.

C. Seal: The INSTITUTE's seal may only be used with BOARD approval.

Revisions:

1. Approved by BOARD April 30, 2025
2. Approved August 22, 2018
3. Approved November 07, 2017
4. Approved March 28, 2016
5. Approved October 16, 2014
6. Approved April 14, 2014
7. Approved January 03, 2011
8. Approved April 10, 2010
9. Approved January 05, 2006
10. Approved July 28, 2001
11. Approved April 10, 1999
12. Approved April 22, 1995
13. Approved April 16, 1994
14. Approved April 11, 1992
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