

**OPERATING PROCEDURES
OF THE
AMERICAN INSTITUTE OF CONSTRUCTORS
CONSTRUCTOR CERTIFICATION COMMISSION**

ARTICLE I - NAME AND MISSION:

Section 1: Name of Commission

The name of the Commission shall be the “American Institute of Constructors (AIC) Constructor Certification Commission – hereinafter referred to as the Commission. For the purpose of these Operating Procedures and reference to the “Commission” shall mean the Board of Governors and the Board of Advisors of the Commission.

Section 2: Mission

The Mission of the Commission is to certify PROFESSIONAL CONSTRUCTORS through established standards based upon education, experience and examination process.

Section 3: Goals

The goals of the Commission are to:

- (A) Provide a valid Constructor verification process,
- (B) Improve the image of the Constructor and the construction profession,
- (C) Improve the standards of the practice of construction,
- (D) Promote the continual professional development of the Constructor.
- (E) Promote membership into an organization of professional constructors, the American Institute of Constructors, and
- (F) Promote the AIC Constructor Code of Ethics.

Section 4: Objectives

The objectives of the Commission are to develop, implement and coordinate policies and procedures for:

- (A) The certification process,
- (B) A framework for the development of the professional Constructor,
- (C) A feedback process to higher education construction programs and the industry, and
- (D) Continual professional development for practicing professionals.

Section 5: Relationship with the American Institute of Constructors

The Commission is a semi-autonomous body that operates under the auspices of the AIC, and utilizes the AIC tax identification number when establishing bank accounts and conducting business. These independent accounts consisting of all monetary receipts of the Commission from donations, fees and otherwise are to be used for the administration, promotion and implementation of the Certification process only.

ARTICLE II - ORGANIZATION

Section 1: General

Founding members of the Commission shall be forever recognized for their commitment and dedication to the Commission. The following associations and individuals shall forever be known as Founding Members of the Commission:

American Institute of Constructors
Chartered Institute of Building
Associated Schools of Construction
Project Management Institution
American Society of Professional Estimators
American Council of Construction Education
American Road and Transportation Builders Association
The Business Roundtable
Associated Builders & Contractors, Inc.
National Society of Professional Engineers
American Subcontractors Association/Foundation of ASA
Professor Robert Dorsey
T.R. Benning, Jr.
David A. Hall
Cheryl Harris
Joseph G. Huber, Jr.
Roger Liska
Ron York
Bruce R. Demeter

Founding Members may serve on the current Commission only if appointed, elected and/or approved by the Board of Governors of the Commission.

Section 2: Membership

The membership of the Commission shall consist of those entities and individuals who have an interest in the furtherance of the mission and goals of the Commission. Membership shall be solicited from entities and individuals that are in harmony with the advancement of the Commission's objectives and whose membership would not represent an actual or inherent conflict of interest. The membership of the Commission shall be comprised of a Board of Governors and a Board of Advisors, whom together shall be known as "The Commission".

A. Board of Governors - The Board of Governors shall consist of 9 members, 4 of whom shall be appointed by the AIC Board of Directors, 4 of whom shall be elected by the Certified Professional Constructors (CPCs) in good standing, and one of whom shall be a Public Member. The Public Member shall be a person who is not a CPC nor derives their principal income from the construction discipline, its related organizations or certification organizations. All members, with the exception of the Public Member shall be CPCs that are in good standing.

(a) The Board of Governors terms of office shall be 4 years, renewable, from the date of their appointment or election. Terms shall be staggered with no more than ¼ of the Board of

Governors terms expiring in any one year except in that year that the term of the Public Member expires. The terms of office for the first Board of Governors shall be constructed by agreement among the Board such that one appointed and one elected member's term will expire each year thereafter. Subsequent terms will be 4 years for each elected or appointed Governor. No Governor can serve more than two consecutive terms of 4 years. However, an individual having served two consecutive terms can be considered for election to a seat on the Board of Governors after a period of 4 consecutive years of not serving on said Board.

(b) Elected Governors - By September 15th of each year, the Commission shall direct the Executive Director to solicit nominations, via normal business means, from all CPCs in good standing to replace the elected member whose term of office expires the following year. The nominations will be due back to the Certification Manager by October 1st. The Certification Manager, by November 15th, shall prepare and send to all CPCs in good standing a listing of the 3 nominees receiving the highest number of nominations and who agree to serve, from which one will be selected. The ballots will be due back to the Certification Manager by January 1st. The candidate receiving the highest number of votes will be installed on the Board of Governors at the annual meeting of the Commission.

(c) Appointed Governors - The AIC Board of Directors, at its annual meeting, shall appoint to serve on the Board of Governors those members needed to replace those appointed members who's terms of office have expired. All of the appointees shall be CPCs and AIC members that are in good standing and have been recommended by the Executive Committee of AIC.

(d) The new members elected or appointed to the Board of Governors term of office will start at the expiration of the member they are replacing. The terms of office for the elected members of the Board of Governors and those appointed by AIC will be as stated above. Terms of office will be constructed such that one elected member and one appointed member of the Board of Governors terms will expire at the same time.

(e) Should a vacancy occur during the term of office of an appointed Governor, it shall be filled, for the remainder of the term, by the Board of Directors of AIC. Should a vacancy occur during the term of office of an elected Governor, it shall be filled, for the remainder of the current year, by vote of the Board of Governors and the balance of the term, if any, shall be filled by a vote of the CPCs in good standing prior to the next annual meeting of the Commission.

(B) Board of Advisors - The Board of Advisors will be limited to 12 members and shall be composed of representatives of construction-affiliated trade, professional and educational associations and other individual practitioners that wish to serve on the Commission to promote individual professionalism in the construction industry. Their broad knowledge, opinions and observations shall serve to guide the decision making of the Commission for the sake of advancing the goal of certification.

(a) Membership of the Advisory Board shall be by invitation of the Board of Governors. Invitations shall be sent by the Board of Governors to the Chairpersons/Presidents of construction-affiliated trade, professional and educational associations and/or qualified individuals to submit the name of a representative who is a member of the respective association

that is willing to serve on the Board of Advisors. The names of the prospective representatives will be sent to the Commission's Executive Director. The Board of Governors shall review and approve the representatives nominated. The Board of Advisors may include individual members who are not part of a construction-affiliated trade, professional or educational association or but who may wish to contribute to the furtherance of the Commission.

(b) All nominations or requests for membership shall be considered by the Board of Governors at the next regularly scheduled meeting of the Commission. A majority vote of the Board of Governors shall be needed for acceptance of a nomination for the Board of Advisors.

(c) The Board of Advisors should attend the Commission meetings and should fully participate in discussions and advice on matters that come before the Commission. No association may have more than one representative at any one time on the Board of Advisors. If an organization has a member on the Board of Governors, their representation on the Commission will be through the Board of Governors and not the Board of Advisors.

(d) Any member of the Board of Governors or Board of Advisors who is absent from two consecutive Commission meetings without a good cause may be removed by a majority vote of the Board or Governors.

Section 3: Operations

(A) The Commission shall establish those policies and procedures necessary to further and support the Constructor Certification process and the Commission; update Commission operations, establish budgets, assure funding, reliability, security, update integrity and confidentiality of the certification examinations.

(B) The Commission will be responsible for preparing and managing an annual budget. The budget shall be balanced and/or project an operating surplus. The budget shall include a Profit and Loss Statement, a Balance Sheet, Subsidiary Schedules (that form the basis for any line item that makes up more than 10% of an income or expense item) and shall align itself with the chart of accounts that are used for maintaining the day-to-day operations of the commission. To the extent that the Commission has an approved budget, and is operating in a positive cash position, it may enter into contracts with outside sources to perform any of the goals or objectives set forth in these Operating Procedures, or to provide services the Commission may deem necessary to conduct its business. Financial commitments that are not part of the established budget that would or could result in a negative annual cash flow may not be made.

ARTICLE III - COMMITTEES

Section 1: Standing Committees

General Standing Committees shall be formed by the Commission. The Standing Committees shall consist of Skills and Knowledge, Examination, and Finance. Such other committees may be formed as the Commission may direct and as it may deem necessary to conduct the business of the Commission. The Chairperson of each committee may be a member of the Board of Governors, the Board of Advisors or neither and may attend Commission meetings. The committees shall report to the Commission.

Section 2: Committee Chairs and Vice Chairs

The Commission members shall nominate Chair(s) and Vice Chair(s) for each committee. The nominations shall be voted on at the regular scheduled meetings of the Commission. The Chairs and Vice Chairs shall serve one year renewable terms.

Section 3: Committee Composition and Duties

(A) Skills and Knowledge: This committee shall have a Chair, Vice Chair and as many members as are required to carry out its duties. The Skills and Knowledge Committee shall work with the AIC Professional Standards Committee to maintain and revalidate the body of knowledge and provide the Examination Committee with any changes for incorporation into future examinations; prepare and maintain the criteria for evaluating continuing professional development programs; and shall review the applications for certification for compliance with certification criteria and such other duties as the Commission may assign.

(B) Examination: This committee shall have a Chair, Vice Chair and as many members as are required to carry out its duties. The Examination Committee shall be responsible for developing, assessing, validating, up-dating, formatting questions on examinations as well as protecting the Certification examinations and process and such other duties as the Commission may assign.

(C) Finance: This committee shall have a Chair and Vice Chair. The Chair shall be the Commission's elected Treasurer. The members of this committee shall be in addition to the Commission's Treasurer, the immediate Past Chair of this committee, the current Chair of the Commission and other members as are required by the Board of Governors. The Finance Committee shall be responsible for preparing the annual budget, monitoring the spending of Commission funds and revenues, developing, in conjunction with the Executive Director, marketing plans and such other duties as the Commission may assign.

ARTICLE IV – OFFICERS

Section 1: General

The Commission shall elect through majority vote of its members a Chair, Vice Chair, Secretary and Treasurer. Their terms of office shall be 2 years, renewable. The vote shall be by written ballot. The terms for the new officers shall start at the expiration of the terms of the previous officers.

Section 2: Chair of the Commission

Shall be a member of the Board of Governors and shall be responsible for the overall operation of the Commission. The Chair shall carry out all business of the Commission as approved and directed by the Commission. The Chair shall have the authority to enter into contracts on behalf of the Commission that are approved by the Commission to the extent that an approved budget and positive cash flow is maintained as noted in Article II, Section 3: (B). The Chair shall have the authority to call special meetings of the Commission and Committees. The Chair shall be a

signatory on all accounts maintained by the Commission. The Chair shall have the authority to name the successors of any office or Chair that may become vacant during his or her term.

Section 3: Vice Chair

Shall assist the Chair of the Commission and perform special duties delegated by the Chair.

Section 4: Secretary

Shall record all business of the Commission, produce records of the Commission and maintain all minutes and records of the Commission.

Section 5: Treasurer

The Treasurer of the Commission shall be a member of the Board of Governors and shall conduct all financial business of the Commission and maintain all financial records of the Commission in a manner that assures that all financial records are kept current on a real-time basis, a responsible system of check and balances is maintained and funding is made in accordance with these operating guidelines. The Commission Treasurer will be a signatory on all accounts maintained by the Commission. With the assistance of the Certification Manager, the Commission Treasurer shall oversee the General Accepted Accounting Principles (GAAP) are followed.

Section 6: Vacancies

In the event the office of Chair becomes vacant, the Vice Chair shall become Chair of the Commission for the unexpired term of the Chair. In the event the offices of Vice Chair, Secretary or Treasurer should become vacant, the Chair shall appoint interim officers to fill such vacant offices until a scheduled meeting of the Commission can be held.

ARTICLE V -MEETINGS

Section 1: General

The Annual and Mid-Year meetings shall be held by the Commission in conjunction with the American Institute of Constructors Annual and Mid-Year meetings and additional meetings shall be held as the Commission may deem necessary.

Section 2: Chair

The Chair of the Commission, in consultation with the Certification Manager, shall convene other meetings as may be necessary to conduct Commission business.

Section 3: Special Meetings

All meetings shall be convened only after notice is given to all Commission members, by normally accepted business means thirty (30) days prior to the meeting date.

Section 4: Quorum

Quorum: A quorum for business of the Commission is defined as a simple majority of all sitting members of the Board of Governors who must be present in order for business to be conducted. There is no requirement for a minimum number of members of the Board of Advisors.

Section 5: Majority Vote

(A) A resolution of the Commission with the exception of those matters referenced to in Paragraph (B) hereinafter shall be deemed adopted when a quorum of the Commission members is present as set forth in Article 5, Section (4) and a majority of the attending members of the Commission votes in favor of the resolution.

(B) A resolution concerning modifications to Commission Operating Procedures, expenditure of Commission funds, election of officers and employment of a Certification Manager shall be deemed adopted when a quorum of the Commission Members is present as defined by Article V, Section (4) and a majority of the sitting members of the Board of Governors vote in favor of the resolution. Except that a resolution regarding modification of the Operating Procedures must receive a minimum two-thirds of the sitting members of the Board of Governors voting in favor of the resolution as provided in Article VIII hereof.

Section 6: Mail Votes

When deemed necessary by the Chair, Vice Chair and the Secretary, a mail vote may be taken with regard to any issue. A vote describing the issue shall be circulated to all members, eligible to vote at least ten (15) days before the vote is due. No ballots shall be accepted or counted after the return date has expired. The ballots shall be sent via normally accepted business means provided by the member or contained in the roster of members. The ballot shall provide an “approval”, “denied”, “table”, and “abstain” vote option. The ballots shall be signed by the eligible voters and shall be returned to the Secretary by normally accepted business means by the date specified. All mail ballots shall be maintained by the Certification for a period of five (5) years from the date that the vote was due. A majority of all eligible voting members including the members of Board of Governors as required by Section 5 Paragraph (A) and/or (B) shall be required for the passage of a mail vote.

Section 7: Telephone Conference

The Chair of the Commission may authorize a telephone conference of the Commission when deemed necessary or appropriate by the Chair, Vice Chair or Secretary. Ten (10) days notice of the conference shall be provided, via normal means of business communication, to all Commission members. A majority of the attending Commission members, but not less than a quorum of the total number of governing members, shall be necessary to authorize the taking of any action during a telephone conference.

Section 8: Proxy Votes

Proxy votes shall not be permitted unless one (1) day prior to the meeting, written or e-mail notice is sent to the Chair of the Commission and the Certification Manager that the voting

member of the Commission will not be able to attend the meeting and wishes to vote by Proxy. The members Proxy shall be written and submitted and received by the Commission.

ARTICLE VI - REPORTING TO AIC

The Commission shall provide a report following its annual meeting to the Executive Committee of the AIC. The report shall be prepared by the Chair and Certification Manager of the Commission. The report shall set forth the financial status of the Commission; the number of individuals certified by the Commission, both Associates and Constructor levels; the members of the Board of Advisors of the Commission; and any changes to Operating Procedures adopted by the Commission.

The Commission shall consider any and all comments, recommendations and (or) reports provided to it by the Executive Committee of AIC.

ARTICLE VII – CERTIFICATION MANAGER

Section 1: General

The Commission shall approve the appointment of hiring of a Certification Manager in accordance with Article V, Section 5 (B) of these Operating Procedures. The Certification Manager shall carry out those duties and responsibilities designated and delegated by the Commission. The term of the Certification Manager shall be set by the Commission and it may be renewed. The term of the Certification Manager may be terminated by majority vote of the members of the Commission in accordance with Article 5, Section 5 (B) of these Operating Procedures and the terms of the contract between the Certification Manager's organization and the Commission. The duties and responsibilities of the Certification Manager shall include but not limited to the following:

(A) Attend all meetings of the Commission unless otherwise directed by the Commission. The Certification Manager shall also attend such other meetings as the Commission may deem necessary. The Certification Manager shall assist the Secretary in preparing minutes of each meeting shall maintain an official record of the meetings a secure place. The Certification Manager shall be responsible for issuing all notices of meetings thirty (30) days in advance of the set date, and shall be responsible for ensuing notification of any and all special meetings called by the Commission Chair. The Certification Manager shall have the accounts of the Commission audited by an approved accounting firm on a yearly basis. The Certification Manager shall conduct the correspondence, and collect all fees that the Commission may establish.

(B) Be responsible for the hiring, terminating and managing all staff if the Certification Manager is paid to do same by the Commission. The Certification Manager shall perform all the duties as spelled out in the contract between the Commission and the Certification Manager's organization. Examples of some of the duties included in the contract are, but not limited to:

- (1) Creating, maintaining and safe guarding of all Commission records such as a list of ACs and CPCs.
- (2) Billings of Commission fees
- (3) Making payments as authorized by the Commission

- (4) Creating and maintaining financial statements and accounts as required by the Commission Treasurer.
- (5) Scheduling of Examinations
- (6) Processing of Examinations
- (7) Coordinate Commission meetings

The Certification Manager shall prepare and submit an annual *and midyear* report to all members of the Commission. The report shall include the status of the financial well being of the Commission, certification process status, activities conducted by the Commission and such other information as the Commission or Chair shall request. The report must include:

- A. Total number of CPC certificate holders on the Commission's active list of CPC's.
- B. The change from the previous report period and reasons for the change.
- C. Total number of AC certificate holders on the Commission's active list of AC's.
- D. The change from the previous report period and the reasons for the change.
- E. The total number of CPD requests sent out in the last period and the total responses received from those sent requests for Affidavits and those sent requests for Audits.
- F. The total number of those that passed the Audit and the number that did not or Audits not completed awaiting additional information.
- G. The number of CPC's and the number of AC's in the cycles that have sent in their maintenance fee and the number in each category that have not.
- H. The number of certificants that were placed in Inactive status for failure to pass the CPD requirements and/or failure to pay maintenance fee since the last reporting period.
- I. The total number of certificants that have had their certifications revoked as of the last reporting period with a list of the names of those certificants.
- J. List of the names of certificate holders the Commission is no longer able to contact since the last reporting period.

Section 2: Voting

The Certification Manager shall take part in all Commission deliberations (in an advisory role) unless the Chair, Vice Chair and Secretary of the Commission deem otherwise. However, the Certification Manager shall not have any voting rights.

ARTICLE VIII – AMENDMENTS

These Operating Procedures may be amended, repealed and/or amended by a two-thirds vote of the Board of Governors provided notice to do so has been sent, in a timely manner, to all the members of the Board of Governors prior to the meeting at which the vote is taken. This notice must be sent via normally accepted business means.

ARTICLE IX - DISSOLUTION

In the event of the dissolution of the Commission, and upon the Commission having fulfilled or made arrangements for the fulfilling of its liabilities, the Commission shall formally and finally cease operations. The commission or its members shall not be held responsible for any claims arising out of or after the dissolution of the Commission. All assets will be distributed to pay

debts. Any assets remaining after the payment of debts will be transferred to the AIC Foundation.

ARTICLE X - INCORPORATION

Section 1: General

The commission is established under the incorporation documents of the American Institute of Constructors. The Commission shall conduct its operations and business such that same does not violate or breach the incorporation documents of the American Institute of Constructors. In the event the American Institute of Constructors shall dissolve, or cease active operations or formally determine not to support the Commission, the Commission may incorporate under the name of Constructor Certification Commission in any jurisdiction of the United States of America it deems most appropriate.

Section 2: Records

The Commission shall cause to be maintained, at all times, record keeping processes, financial accounting processes, support systems and personnel separate from AIC.

Section 3: Finances

The Commission shall be responsible for its own debts and obligations and does not have the authority to bind the AIC in any form or fashion. The AIC shall not be liable or obligated to pay any debts or obligations of the Commission. The Commission shall not pay any fee to the AIC for any operation conducted by the Commission, unless the AIC performs a service for the Commission that a majority vote of the Commission Board of Governors deems appropriate to pay.

ARTICLE XI - USE OF MARKS

The designations “Certified Professional Constructor”, “CPC,” Associate Constructor,” and “AC” are the property of the Commission and shall be used or designated for use by the Commission only.

ARTICLE XII – EMBLEM

The use of the title “AIC Constructor Certification Commission” and any emblem developed wherefrom shall be solely owned and controlled by their Commission. Use of the title and emblem shall be only as prescribed by the members of the Commission.

ARTICLE XIII - CODE OF CONDUCT

All members of the Commission shall acknowledge and affirm their allegiance to the AIC Constructor Code of Ethics and these Operating Procedures. Any violation of the above may result on the removal of the member upon the majority vote of the Commission. The violating member shall not vote on such matters.

ARTICLE XIV - MISCELLANEOUS

The Board of Governors shall have the right to appoint and/or retain those individuals and/or entities it deems necessary for the operation of the Commission, within powers and limitations of these Procedures. All appointments or contracts shall be made with the approval of the Board of Governors of the Commission and shall be subject to approval by the AIC Executive Committee where those actions would subject the Commission to a negative annual cash flow.

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