

IPCA Constitution

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I. Organizational Name

The name of this incorporated organization shall be the Institute of Professional Certification and Accreditation in Loss Prevention, Asset Protection, and Security Services Inc. In this document it will be referred to as “The Institute ” or IPCA.

II. Purposes

IPCA is a societal membership corporation based in the United States and dedicated to the assurance of quality in higher education in Loss Prevention/Retail Security, Asset Protection and related disciplines. It is a federation of member societies organized for the public good. Its purposes are educational, charitable, and scientific.

- A. To fulfill our goals set forth in this document, IPCA assures the highest level of quality in the accreditation of educational programs, and professional certifications, thereby assuring the competence of graduates entering the workplace. IPCA accomplishes this through the ongoing improvement regarding the development and promulgation of certification and accreditation criteria.
- B. IPCA will help assure educational quality in higher education by encouraging innovation, fostering a spirit of continuous improvement, encouraging scientific methods in the field, and facilitating the strategic planning needed to achieve these goals.
- C. IPCA was formed to certify and accredit programs that are scientifically based in Loss Prevention, Asset protection, Security Studies and additional related programs.
- D. IPCA encourages partnerships between the world of academia, government and professional associations in promulgation of academic excellence in program offerings.

- E. IPCA encourages an blending of traditional academic pursuits with professional certification and supervised internships in the work place.

III. Societal Members

- A. IPCA is comprised of those societies that have been admitted as Member Societies in accordance with this document (Article IV).
- B. Associate Member societies are admitted conditionally in preparation for full membership when conditions make it necessary.
- C. Member Societies possess full rights of membership and governance (Article V) while Associate Member Societies possess only those rights specifically defined for them in this Constitution and Bylaws.

IV. Admissions

- A. Autonomous professional or educational societies with headquarters in the United States or any nation in good standing of the International Community as indicated by membership in the General Assembly of the United Nations with expressed goals of assuring the highest levels of academic excellence and freedom of thought may qualify for admission as Member Societies of IPCA.
- B. Characteristics that support society eligibility for Member Society status include the following:
 - 1. Active engagement in the dissemination of academic knowledge and or research;
 - 2. Demonstrated interest in encouraging and providing the certification and or accreditation process;
 - 3. Substantial representation of persons employed in the discipline;
 - 4. An organizational structure that has an educational or research component.
 - 5. Evidence the society speaks for the academic community it represents. This may be demonstrated by:
 - a. having a history of broad based membership of academics and professionals in the discipline,
 - b. having established a record of conventions presenting research and scholarship in the discipline attended by a significant number of academics and professionals in the field to be represented

- c. c. having a record of scholarly publications addressing the concerns and interests of the discipline.
 - 6. In cases where a potential member society is one of several possible representatives, IPCA encourages Associate Membership and suggests that they partner with other societies as well as public and private agencies who demonstrate a willingness to assist in assurance of quality in the pursuit of excellence regarding higher education.
 - 7. Associate Membership is recommended when a society is unable to demonstrate significant representation of the field in terms of such factors such as membership a history of significant contribution to scholarship or professional growth.
 - 8. Associate membership is open to Agencies, Corporations, Business and Industry which demonstrate a commitment to furthering the professionalization, education and skills of students and or employees the related disciplines, and in promoting certification/accreditation of individuals and or programs in the fields above specified.
 - 9. Associate membership is open to Centers, Institutes and others similarly designated agencies affiliated with institutions of higher education who wish to promote and support the goals of IPCA.
- C. Applicants for admission as a Member Society must demonstrate they would represent the best interests of the discipline.
 - D. Approval of an application for membership as a Member Society is by majority vote of the Board and subsequent ratification by at least two-thirds of the governing bodies of the Member Societies.
 - E. Applications for membership as Associate Member Societies must be approved by majority vote of the Board and subsequent ratification by the governing bodies of at least two-thirds of the combined total of the Member and Associate Members Societies.

V. Governing the Institute

- A. The governing body of IPCA shall be the Board of Directors.
- B. The Board shall establish those policies and procedures needed to carry out the purposes defined in Article 2. It shall establish and modify, as needed the Constitution, subject to the ratification procedure defined in Article Nine. It shall establish and modify, as needed the Bylaws, Rules of Procedure, Certification/Accreditation Criteria and other policies of IPCA. It shall establish the annual budget and member assessment formula and in all other ways maintain responsibility for the well being of the Institute.
- C. The Board shall be comprised of individuals who serve as officers (Article Six), representatives of the Member Societies, and representatives of the public.
- D. Terms of service and conditions of service to the Institute shall be set by the Board. Should a vacancy occur during a term of service, the Member Society or Associate Member Society shall be responsible for selecting another Director or Associate Director to complete the term. Filling a vacancy in a Public Directors term of is the responsibility of the Board.

- E. Directors are selected and appointed by the separate Member Societies, with each society having at least one but not more than three Directors. The number of additional Directors, above the minimum number for each Member Society, depends on the number of certified and or accredited programs for which the Society is responsible according to a formula created by the Board. The founding Member Societies The Loss Prevention Foundation and the International Foundation for Protection Officers shall be entitled to the maximum number of Directors allowed under the Constitution of the Institute.
- F. Public Directors are individuals of trust and responsibility in their communities who are not otherwise affiliated with the specific professions represented by IPCA. They enjoy all the privileges of governance including voting. The Public Directors are elected by the Board and serve at the will of the board. The board will determine how many such are necessary to carry out the needs of the foundation and the qualifications required for appointment.
- G. An Associate Member Representative is selected and appointed by each of the separate Associate Member Societies. Associate Member Representatives enjoy the full privileges of debate and discussion within the Board but are without vote.
- H. A quorum of the Board exists at a meeting when there is a majority of voting Directors present, and a majority of the Member Societies are represented by one or more Director(s). The Board will establish and follow rules for voting.
- I. The Board shall schedule meetings to conduct its business. Additional meetings may be called by the President or by at least two Member Societies acting through their Directors. All scheduled meetings will follow an established agenda that will be promulgated according to rules set by the Board. Methods for dealing with exceptions to the agenda shall be set by the Board.
- J. Actions of the Board will be noted in an official record that will be made publicly available and sent to each Member and Associate Member Society. The Board will promulgate reports annually that (1) detail accomplishments of IPCA, (2) provide a financial statement, and (3) provide a budget for the coming year.

VI. Officers and Executive Director

- A. The officers of IPCAA shall be a Chair, Chair elect, Vice Chair, Immediate Past-Chair, Secretary, and Treasurer. The officers will each serve a one-year term except for the Treasurer who will serve a term of two years.
- B. The officers of IPCA shall be selected by election within the Board. The Chair and President-Elect are not eligible for immediate re-election to the same office at the expiration of their current term.
- C. Officers shall be nominated by a nominations committee comprised of a minimum of 2 and a maximum of 3 present board members and a minimum of 1 and a maximum of 2 past Chairs or Directors chosen by the current president. The Chair-Elect ascends to the office of Chair upon completion of the current term or in the event that the Chair is unable to perform the duties of Chair. The Vice Chair ascends to the office of Chair-Elect in the manner described above.

- D. In the event that any Officer other than the Chair is unable or unwilling to perform the requisite duties, the Board may remove them and elect a replacement with a simple majority. Removal of a Chair requires a two-thirds vote.
- E. An Executive Committee made up of the officers and the Executive Director of IPCA will guide the Institute in its business by generating draft policies, writing or commissioning reports, setting meeting agendas, and otherwise providing leadership for the Board. The Executive Committee will conduct essential IPCA business that arises between meetings including the replacement of officers who resign from office. All such actions are subject to review by the Board at its next regularly scheduled meeting.
- F. The Executive Committee will appoint an Executive Director to manage the affairs of the Institute on a daily basis. This individual shall report to and consult directly with the executive board in all matters regarding policy and expenditures.
- G. The financial and business management of the Institute will be administered by the Executive Director with the assistance of such staff as may be required. It is expected that an auditor, the Institute treasurer and chair shall have access to any financial records at any time. Reports and records shall be produced and maintained and presented to the Board semi annually. IPCAA shall obtain an annual audit of its financial operation by an independent certified public accountant whose selection shall be approved annually by the Board.
- H. The executive Director will maintain records and documents and serve as parliamentarian at all board meetings.
- I. The executive director will assist the officers in maintaining the positive direction of the Institute. He/she shall represent the Institute in external contacts and be point person for such professional contacts as may occur.
- J. The Past President's of IPCA will have ex officio status on the Board and may act to achieve a quorum. In this event, they will have full voting rights.

VII. Withdrawal of Member Status

- A. A society may withdraw from IPCA at the end of an IPCA fiscal year. Upon withdrawal, the society shall forfeit the equity, if any, it has committed to IPCA and shall cease to have any rights or privileges in IPCA. The society shall continue to be liable for any fiscal assessments until the effective date of withdrawal.
- B. Whenever a society fails to meet its responsibilities to IPCA, such failure shall, at the option of the Board, constitute a request by the society to withdraw from the INSTITUTE.

VIII. Accreditation and Certification

- A. In pursuit of its purposes (Article Two), IPCA will conduct certification and accreditation of educational programs.

- B. IPCA delegates to the Member Societies Certification and or Accreditation Commissions the responsibilities for conducting accreditation activities. The Certification and or Accreditation Commissions are enabled and appointed by the Board upon recommendation from the member society..
- C. The Member Societies Accreditation/Certification Commissions are responsible for conducting accreditation evaluations of educational programs and rendering decisions on these programs based on policies and Accreditation/Certification Criteria that have been approved by the Board. The Accreditation/Certification Commissions shall make final decisions, except for appeals, of accreditation actions. In the event of an appeal of a commission's action, the Board shall render the final decision on behalf of the Institute.
- D. Each Accreditation/certification Commission is responsible for the continuous review and enhancement of its particular criteria, policies, and procedures. All changes to the Accreditation/ Certification Criteria and policies require approval by the Board. The Institute will determine the means for obtaining these approvals.

IX. Amendments

Amendments to the Constitution may be proposed at any meeting of the Board, by the Chair or by motion of the Directors of three or more of the Member Societies. Such properly proposed amendments shall be circulated with the agenda of the next following Board meeting. Approval of amendments requires a majority vote of the Board and subsequent ratification by the governing boards of at least two-thirds of the Member Societies.

X. Dissolution

The Institute is incorporated. The Corporation may be dissolved in accordance with the law of the State in which it is incorporated.