

CONSTITUTION

ARTICLE I

NAME AND LOCATION

- 1.1 The name of this organization is the International Association of Certified Surveillance Professionals, a non-profit organization incorporated in the State of Nevada, USA.
- 1.2 The principal office and headquarters of the Association shall be located in such place as shall be designated by the Board of Directors. The Association shall have the acronym IACSP.

ARTICLE II

MISSION, PURPOSE AND OBJECTIVES

- 2.1 The mission of the International Association of Certified Surveillance Professionals shall be to reduce the incidence of cheating at gambling, internal theft and fraud, through loss prevention, and to assist the Membership in its detection and deterrence. To accomplish our mission, the International Association of Certified Surveillance Professionals shall:
 - Provide bona fide qualifications for Certified Surveillance Professionals through administration of the Uniform CSP Examination.
 - Set high standards for admission, including demonstrated competence through mandatory continuing professional education.
 - Require Certified Surveillance Professionals to adhere to a strict Code of Professional Conduct and Ethics.
 - Serve as the international representative for Certified Surveillance Professionals to business and governments.
 - Provide leadership to inspire public confidence in the integrity, objectivity and professionalism of Certified Surveillance Professionals.

ARTICLE III

NO DISCRIMINATION

- 3.1 The Association is a non-profit, professional organization of Surveillance/Loss prevention practitioners, open to membership without regard to race, physical disability, gender, nationality, religion, sexual orientation, or political affiliations. Membership shall be composed of those who meet the admissions policy and desire to associate themselves together to further the Mission, purposes and objectives set forth with the By-Laws of the Association.

ARTICLE IV

GOVERNANCE

- 4.1 The government and management of the Association shall be vested in Officers and a Board of Directors.
- 4.2 The Officers and Board of Directors shall be elected as provided in the By-Laws.
- 4.3 The Board of Directors may elect to waive or reduce dues for individual Memberships for good cause or other reason, which advance the Mission of the Association.

ARTICLE V

AMENDMENTS

- 5.1 Amendments to the Constitution shall be made by affirmative vote of two thirds (2/3) of those voting at any Membership business meeting: Provided however, that no proposed amendment shall be adopted unless it has been approved by a majority vote of the Board of Directors, or (b) signed by twenty five (25) Members of the Association; and thereafter filed in writing with the Secretary at least sixty (60) days prior to the Membership meeting and distributed by mail to the entire Membership at least thirty (30) days prior to the meeting.



BY-LAWS

ARTICLE I

THE BOARD OF DIRECTORS

- 1.1 The Board of Directors shall be the governing body of this Association.
- 1.2 The Board of Directors shall be elected by the Members, and shall hold office for the term elected or until successors are elected and qualified. The Board shall consist of no more than twelve (12) Directors plus elected Officers who are also voting members of the Board. The President will be the Chairman of the Board.

ARTICLE II

ELECTION TO THE BOARD OF DIRECTORS

- 2.1 At the Inaugural meeting, one-third (1/3) of the Directors shall be elected for a three (3) year term, one-third (1/3) of the Directors shall be elected for a two (2) year term and one-third (1/3) of the Directors shall be elected for a one (1) year term. At each subsequent Annual Meeting thereafter, one-third (1/3) shall be elected for a three (3) year term. No Director shall be eligible for more than three (3) successive three (3) year terms. Voting shall be conducted by a method established by the Board. Terms of office for Directors shall end at close of business December 31 of each year.
- 2.2 Vacancies on the Board of Directors occasioned by death, resignation, or other reasons, shall be filled by appointment of the President, and Officers appointed shall serve until the next Annual Meeting of the Membership.
- 2.3 The meetings of the Board of Directors shall be held in conjunction with the Annual Meeting of the Membership and any such Meetings or Educational Conferences. The Board shall consider such matters as may be properly brought to its attention.
- 2.4 Regular meetings of the Board of Directors shall be held at least semi-annually at such time and place, as the President shall designate.
- 2.5 Special meetings of the Board of Directors of this Association may be called by the President or upon formal request in writing by one-half (1/2) of the voting Board Members.



- 2.6 Notice of all meetings of the Board of Directors stating time and place of the meetings shall be forwarded by the Secretary or the Executive Administrator to each Member of the Board at least ten (10) days prior to any such meeting.
- 2.7 A majority of the voting members of the Board of Directors shall constitute a quorum. Officers shall be considered as voting members of the Board.
- 2.8 Between meetings of the Board of Directors, the authority of the Board shall be vested in an Executive Committee consisting of the President, the Vice President, the Secretary, the Treasurer and no more than three (3) members of the Board of Directors. A majority of the Executive Committee shall constitute a quorum; participation by telephonic or any interactive electronic means is authorized and considered to be attendance for purposes of obtaining a quorum. Action of the Executive Committee may be subject to ratification, revision, or modification by the affirmative vote of the majority of the Board present and voting at a regular or special meeting of the Board of Directors.

ARTICLE III

OFFICERS

- 3.1 There shall be a President, Vice President, Secretary and a Treasurer. The President and Vice President shall have prior service as an Officer or Member of the Board of Directors.
- 3.2 At the inaugural meeting, The President, and Vice-President shall be elected for one (5) year term. The Vice-President shall be eligible for no more than three (3) terms in the same office. The President shall be eligible for no more than three (3) terms in the same office.
- 3.3 The Secretary and the Treasurer shall be elected for two (2) year terms, beginning with the 1st Annual Meeting, and shall be eligible for re-election with no limit on the number of terms.
- 3.4 In the event of the death or the inability of the President to serve, the Vice-President shall serve as interim President for the un-expired portion of the Presidents term, or during the period of the President's incapacity. The Secretary shall assume the duties of the Vice President during such period of time as the President is incapacitated. Any dispute over the President's ability to serve or to resume service following disability, shall be resolved by the Board of Directors.



- 3.5 In the event of the inability of the Secretary to serve, the President shall designate a Member to serve as interim Secretary, and shall declare that a vacancy exists in the office of the Secretary to be filled by an election at the next meeting of the Board of Directors.
- 3.6 In the event of the inability of the Treasurer to serve, the President shall designate a Member to serve as interim Treasurer, and shall declare that a vacancy exists in the office of the Treasurer to be filled by an election at the next meeting of the Board of Directors.

ARTICLE IV

DUTIES OF OFFICERS

- 4.1 **THE PRESIDENT.** The President, or the Vice-President in the President's absence, shall preside at all meetings of the Association. At the Annual Meeting the President shall present a report of the general affairs of the Association.
- 4.2 **THE SECRETARY.** The Secretary, under the direction of the President and the Board of Directors, shall perform the customary duties of such office. The Secretary shall conduct the correspondence of the Association; record the proceedings of all meetings of the Association and the proceedings of the meetings of the Board of Directors; and file all required forms and documents with governmental agencies. The Secretary shall issue all notices and other documents requiring verification; make available to the Annual Meeting a report of the Membership of the Association and all other matters pertaining to the conduct of the office; and perform such other duties as may be assigned to that office by the President and by the Board of Directors. The President may be authorized by the Board of Directors to employ a paid staff, under terms established by the Board of Directors.
- 4.3 **THE TREASURER.** The Treasurer shall collect and deposit all moneys due the Association, and verify all bills and pay them when approved by the President or the Board of Directors; and make at each Annual Meeting, or more often if required by the Board of Directors, a report of the accounts of the Association.
- 4.4 The Board of Directors may retain an Executive Administrator and other paid staff of consultants to administer daily operations of the Association. The Board may also confer a stipend or dues waiver for Officers to compensate for time

taken from their personal practices to serve the Association.

ARTICLE V

THE ANNUAL MEETING

- 5.1 The Annual Meeting of the Association shall be held each year at such time and place as shall be designated by the Board of Directors.

ARTICLE VI

COMMITTEES

- 6.1 The Standing Committees shall be:

Administration and Finance

Education and Conferences

Law and Legislation

Membership

Professional Development and Qualifications

Professional Responsibility and Ethics

- 6.2 The President shall appoint Members to the Standing Committees. Each Standing Committee shall be chaired by a Member of the Board of Directors.
- 6.3 The President shall appoint Members to other special committees, task forces, or as liaisons to other organizations as the Board of Directors may designate, to further the Mission, purposes and objectives of the Association.

ARTICLE VII

PROFESSIONAL ETHICS

7.1 The Association hereby adopts the following Code of Professional Ethics.

A Certified Surveillance Professional shall, at all times, demonstrate a commitment to professionalism and diligence in the performance of his or her duties.

Certified Surveillance Professional shall not engage in any illegal or unethical conduct, or any activity that would constitute a conflict of interest.

A Certified Surveillance Professional shall, at all times, exhibit the highest level of integrity in the performance of professional assignments and will accept assignments for which there is reasonable expectation that the assignment will be completed with professional competence.

A Certified Surveillance Professional will comply with lawful orders of the courts and will testify to matters truthfully and without bias or prejudice.

A Certified Surveillance Professional in conducting investigations will obtain evidence or other documentation to establish a reasonable basis for any opinion rendered. No opinion shall be expressed regarding the guilt or innocence of any person or party.

A Certified Surveillance Professional shall not reveal any confidential information obtained during a professional engagement without proper authorization.

A Certified Surveillance Professional will reveal all material matters discovered during the course of an investigation, which, if omitted, could cause a distortion of the facts.

A Certified Surveillance Professional shall continuously strive to increase the competence and effectiveness of professional services performed under his or her direction.



Article VIII

MEMBERSHIP

- 8.1 Membership shall be limited to those individuals who have met the criteria for Membership as established by the Board of Directors. Admissions may be limited by such factors as the size of the Association, geographic diversity, or other appropriate considerations.
- 8.2 There shall be two basic categories of Membership for the Association: Certified Surveillance Professionals and Associates. The full privileges and benefits of Membership shall be extended to Members who have been awarded the Certified Surveillance Professional designation, and to the founding Board of Directors, including service as a Director on the Board, Secretary or Treasurer. Associate Members shall not have voting rights at the Membership meetings nor serve in the President or Vice President position, but may serve as Secretary or Treasurer and may serve and vote on all committees.
- 8.3 All Certified Surveillance Professionals shall be re-certified no less than every four (4) years following their admission or prior re-certification anniversary date. The Board of Directors shall approve a procedure for Members to become re-certified as a Certified Surveillance Professional. They shall establish a process for Members to transfer from one category to another, to seek a special Membership status or to challenge an adverse determination, including revocation or non-renewal of Membership.
- 8.4 The Board of Directors shall establish the Membership standards and criteria for each category of Membership and establish an admission procedure protocol. Application for Membership shall be filed with the Chair of the Membership Committee on a form approved by the Board of Directors.
- 8.5 It shall be the function of the Vice President and the Committee on Membership to review all applications for re-certification following a majority vote of those present at a meeting, including participation by telephonic or electronic means, called for the consideration of such applications. The Committee shall submit their recommendations to the Board of Directors.

- 8.6 The Board of Directors shall act on the recommendations of the Vice President and the Committee on Membership at any regular meeting of the Board, or a special meeting called for that purpose. Approval of a recommendation of admission shall require a two-thirds (2/3) vote of the Board Members present and voting. Membership in the Association shall be conferred upon an applicant previously approved by the Board, who is eligible for Membership, on the occasion of the applicant's attendance and presentation at the Induction Ceremony of any succeeding Annual Meeting or any succeeding Conference. The Board of Directors may waive the requirements for personal appearance for Induction.
- 8.7 Unless granted an exemption for good cause by the Board, all Members must attend at least one Annual Meeting every two (2) years and complete any Mandatory Continuing Education requirements established by the Association.
- 8.8 A. The Secretary shall send written notification to each applicant whose application for Membership has been denied by the Board of Directors within twenty (20) days after the meeting of the Board at which the decision for denial was made.
- B. An application for Membership shall not be deemed denied upon the decision of the Board (1) to table the application for action at a regular or special meeting of the Board or (2) to remand the application to the Committee on Membership for reconsideration. The Chair of the Committee on Membership shall send written notification of such action to the applicant within thirty (30) days of the meeting of the Board at which such action was taken.
- C. An application applicant who wishes to appeal the denial of an application for Membership by the Board of Directors, may elect either, but not both, of the following remedies:
1. Within thirty (30) days after notification by the Secretary of denial, the applicant may request the Committee on Membership to reconsider the application. Such request shall be made in writing to the Secretary and may include such written statements, documents or other tangible evidence as the applicant deems pertinent.



2. Within thirty (30) days after notification by the Secretary of denial, the applicant may make a request through the President for a Hearing in which evidence may be produced and the application for Membership may be reviewed. Such request shall be made in writing to the Secretary. The President shall have sole discretion to appoint for said hearing either a single Hearing Officer or a Hearing Committee consisting of three (3) Members to receive evidence and review the Application. If a Hearing Committee is appointed, the President shall designate one of its Members as Chair; and findings and recommendations of the Committee need not be unanimous.

The Hearing Officer and the Members of the Hearing Committee shall be Members in good standing of the Association, but none of them shall be Members of the Committee on Membership, which acted upon the applicant's application for Membership. Any one of them may be Officers of the Association or Members of its Board of Directors.

At least thirty (30) days prior to the Hearing, the Secretary shall mail the applicant written notice of the time and place of the Hearing and shall state whether a Hearing Officer or a Hearing Committee has been appointed by the President. A copy of such notice shall be sent to the Chair of the Membership Committee.

Any Hearing held pursuant to this subsection (C) (2) shall be private. The applicant shall have the opportunity to present such evidence as may be relevant to the reconsideration of the application for Membership. The Membership Committee may also appear, by its representative or by any of its Members, and present relevant evidence. Evidence may be presented in written or oral form and testimony may be adduced by witnesses; however, formal rules of evidence shall not apply. The Hearing Officer or the Chair of the Hearing Committee shall make such ruling with respect to procedure and conduct of the Hearing, and to continuances and postponements, and will ensure a fair, orderly and impartial proceeding.

Within thirty (30) days after the Hearing has been concluded, the Hearing Officer or Hearing Committee shall send findings and recommendations to the Secretary. Within twenty (20) days after receipt of the findings and recommendations, the Secretary shall forward copies thereof to the applicant and

the Chair of the Membership Committee. Within thirty (30) days of the mailing by the Secretary of the findings and recommendations, the applicant may submit a written statement respecting the findings and recommendations to the Secretary for consideration by the Board of Directors at its next regular meeting.

The Board of Directors thereafter shall act upon the applicant's request for reconsideration in accordance with Section 4 of this Article and such action of the Board shall be deemed conclusive.

D. All notices provided to the applicant pursuant to this Section shall be mailed to the applicant at the address provided in the application for Membership provided, however, that if the applicant notifies the Secretary by registered or certified mail of a change of address, all subsequent notices shall be mailed to the applicant at the address provided. Except where otherwise indicated herein, all time periods shall commence with the date of mailing.

ARTICLE IX

DUES

- 9.1 Dues statements shall be distributed to the Members on an annual basis. Dues shall be returned to the Treasurer within thirty (30) days of invoice. Members who have not paid as of such date shall be notified that they are in arrears, and unless payment is made within thirty (30) days of such notification, they shall be required to pay a \$100.00 late fee. Those Members who fail to pay their dues within sixty (60) days shall be notified that they must pay the late fee and that if the dues and late fee are not received promptly by the Treasurer, the Member shall be subject to suspension by the Board of Directors. Any Member suspended by the Board of Directors for nonpayment of dues and the late fee shall be reinstated upon payment of the arrears, upon approval of the President.
- 9.2 The Board of Directors may at its discretion, authorize the waiver or reduction of dues for Members who have become inactive as Certified Surveillance Professionals or Associate members, or for other good cause shown.
- 9.3 The annual dues may be changed by resolution of the Board of Directors subject to ratification by a majority vote of the Membership of the Association at an Annual Meeting or at a special meeting called for that purpose.



ARTICLE X

NOMINATING COMMITTEE

- 10.1 On or before the 15th day of September preceding the Annual Meeting of the Membership, the President shall designate a Nominating Committee consisting of seven (7) members. The names of the Nominating Committee shall be distributed to the Membership. The Nominating Committee shall select one or more candidates for each vacancy, and shall report its selections to the President and Secretary ninety (90) days before the Annual Meeting. After receipt of the names by the Nominating Committee, the President shall distribute to the Membership of the Association the names of the candidates selected by the Nominating Committee.
- 10.2 Other candidates for office (except for the office of the President and Vice President) may thereafter be nominated by Members of the Association. To be valid, a nomination must be made in writing by at least twenty-five (25) Members in good standing and must be filed with the Secretary either as a single petition or as separate petitions, at least sixty (60) days prior to the Annual Meeting at which the election is to occur. If nominations have been made within the period specified, the Secretary shall announce to the Membership the names of said nominees.
- 10.3 Elections for Officers and Board of Directors: Each eligible Member present shall be entitled to cast one (1) vote for each office. If no candidate receives a majority of the votes cast, a second ballot shall then be held between the two candidates who received the highest number of votes. The candidate then receiving the highest number of votes shall be declared elected.
- 10.4 In the event there is a contest for an office or offices, such candidates shall have the right to set forth their qualifications in a statement of reasonable length, which is to be mailed to the Membership by the Secretary at the Associations expense at least three (3) weeks prior to the Meeting. In lieu thereof, said statement or statements may be printed in Association publications, including the Web site on the Internet.

ARTICLE XI

CHAPTERS

- 11.1 Members of any regional sub-entity shall elect their own Chair each year and report the name of the Chair to the Secretary of the Association before the start of the business session at the Annual Meeting. If an election has not been held and a report communicated to the Secretary by start of the business session at the Annual Meeting, the President shall appoint a person in that Chapter to serve as Chair for that year.
- 11.2 Any Chapter desiring to establish by-laws may do so, provided:
- A. That the text of the proposed by-laws is sent to all Members of the Chapter and approved by a majority of the Members by mail ballot;
 - B. That the proposed Chapter by-laws are approved by the Board of Directors as consistent with the International Constitution and By-Laws; and that the payment of any Chapter dues is voluntary.
- 11.3 Chapters shall not sponsor public functions, either alone or in conjunction with other organizations, except with the prior approval of the President of the Association. This prohibition shall not preclude the inclusion of family members, personal friends, students, interns, non-member Surveillance Professionals and guest speakers in a Chapter Meeting of Association Members.
- 11.4 Chapters shall not adopt a public policy position either as a Chapter or in the name of the International Association of Certified Surveillance Professionals. Any Chapter may request that the International Association of Certified Surveillance Professionals, through a communication directed to the President and to the Secretary, to adopt a position favored by Membership of that Chapter.
- 11.5 A National Coordinator of Chapter Activities may be appointed by the President annually, but the same person shall not serve longer than three (3) consecutive

years. The Coordinator shall report to the Board of Directors and the Membership at the Annual Meeting on the state of Chapter Activities.

ARTICLE XII

RESERVE FUND

12.1 A Reserve Fund shall be established and shall be maintained by the Board of Directors. No part of the principal of the Reserve Fund may be utilized for any purposes unless authorized by a two-thirds (2/3) affirmative vote of the Board of Directors.

ARTICLE XIII

AMENDMENTS

13.1 Amendments to the By-Laws may be made by a resolution of the Board of Directors and a two-thirds (2/3) vote at the Annual Meeting or a special Meeting of the Membership.