

COACH UNITE US INC.

BY-LAWS

ARTICLE I - NAME

This institution shall be known as the COACH UNITE US INC., (hereinafter the “Corporation”).

ARTICLE II - PURPOSE

Section 1. Coach Unite Us Inc., is a not for profit corporation, organized exclusively to promote education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other religious, scientific, literary, educational, or charitable organizations. Its main objective is to build a bridge between the minority community and law enforcement.

In the event the Corporation should cease to exist for any purpose or no longer be a qualified organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, then the Corporation shall be organized and shall be operated exclusively for the benefit of any other organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which is operated for similar purposes and conducts or supports similar activities as the Corporation.

Section 2. The Corporation, through its Board of Directors and professional staff, shall offer and maintain service levels at least equal in extent to the standards prescribed by any regulations of the Federal, State or local governments or agencies having authority to regulate the operation of the Corporation.

Section 3. The Corporation shall derive its income and revenue from donations, legacies, and social functions, fees and any other sources which will not endanger the status of its non-profit 501(c)(3) status, under the Internal Revenue Code of 1986, as amended, and approved by the Board of Directors.

ARTICLE III – OFFICES

Section 1. The principle office of the corporation shall be established and maintained at 1324 Veracruz Lane, Weston, Florida 33327. The corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE IV - MEMBERSHIP

Section 1. Membership: Membership in the corporation shall be limited to the original subscribers of the Articles of Incorporation, the original Board of Directors named in the Articles of Incorporation, and to any persons the Board of Directors hereafter wishes to admit.

Section 2. Membership Terms and Dues: The Board of Directors may by resolution adopted from time to time, fix the dues and otherwise determine the rights and privileges and terms of membership. The organization may issue cards evidencing membership in such forms the Board may determine.

Section 3. Deprivation or Suspension of Membership: No member may be deprived of membership or suspended as a member except by a 2/3 majority vote of the Board. Any member may voluntarily withdraw from membership at any time.

Section 4. Voting: Each member in good standing shall have the right to vote on all matters to come before the Annual Membership Meeting of the organization, and should receive notice of such membership meetings.

Section 5. Nominating Committee: The President shall appoint three members of the Nominating Committee, and alternate candidates shall also be allowed from floor nominations and write-ins from the general membership at the respective membership meeting.

ARTICLE V - MEMBERSHIP AND DIRECTOR'S MEETINGS

Section 1. Annual Meeting: The Annual Meeting of the Members and Directors shall be held at such place as shall be designated by the Board during the month of April or such other date and order as shall be determined by the Board. At such Annual Meetings the Membership shall elect Directors for the ensuing year, and the Directors thus elected shall thereupon elect Officers for the ensuing year from the Directors thus elected. Any other business may be transacted at such meetings.

Section 2. Special Meetings: Special Meetings of the Membership may be called by the President or a majority of the Board at such time and place as shall be designated in the Notice of meeting mailed to Members at least three (3) days prior to such meetings.

Section 3. Procedure: The order of business and all other matters of procedure shall be determined by the presiding officer.

Section 4. Quorum: At all membership meetings, there shall be present in person a majority of the Board of Directors which shall be necessary to transact any business on behalf of both Members and Directors. No minimum quorum of Members shall be required.

Section 5. Vote Required: All matters that come before the membership meeting shall be determined by a majority vote of those Members actually present unless otherwise specified herein. Proxies shall not be permitted.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Management of Affairs: The Board of Directors shall have the management and control of the property and affairs of the organization.

Section 2. Number and Qualifications: The Board of Directors shall initially be composed of THREE (3) Directors. The Corporation shall never have less than THREE (3) Directors or more than FIFTEEN (15) Directors. At least one Director must also be currently serving as an Officer of Corporation. Each Director shall be entitled to one (1) vote upon any matter properly submitted to the Directors for their vote.

Section 2a. Current Board: Mike Mellides-President & Executive Director, Stephanie Mellides-Secretary, Michael Blanco-Treasurer, James Allen, Board Member at Large.

Section 3. Vacancies: Vacancies of the Board of Directors occurring during the year shall be filled by the majority vote of the remaining Directors.

Section 4. Removal: Any Director may be removed by a two-third (2/3) vote of the Directors excluding the Director who is the subject of Removal.

Section 5. Meeting of Directors: Regular and/or special meetings of the Board of Directors shall be held at such times and at such places as the President may determine. These meetings may also be called by any Director requesting same by written notice to the Secretary. At least three (3) days notice shall be given to all Directors. The President shall be the presiding officer at all Board meetings, except in his absence, the Vice President shall preside. Each Director shall regularly attend every Board meeting, and attendance of less than two-thirds (2/3) of the meetings within twelve (12) consecutive months shall be grounds for removal.

Section 6. Quorum: At all meetings of the Board of Directors a quorum shall be required which shall consist of a majority of the entire Board. A vote of a majority of Directors present shall decide any proper question that may come before the meeting.

Section 7. Procedure: The order of business and all other matters of procedure at every meeting of the Board of Directors shall be determined by the Officer presiding at the meeting.

Section 8. Action Without a Meeting: Any action to be taken by the Board may be authorized by a majority of all Directors by telephone or by a unanimity of Directors in writing in cases where it is impractical to convene a meeting of the Board and certain actions need to be authorized.

Section 9: Disclosure Statement/Conflict of Interest: The Board of Directors, shall exercise the utmost of good faith in all transactions with and on behalf of the Corporation, Such persons shall be held to a strict rule of honesty and fairness and shall not accept gifts, favors, emoluments or hospitality that might interfere with their decision making or actions affecting the Corporation. Directors shall disclose the possible existence of conflict of interest to which he or she is subject. The report shall be submitted to the President.

Full disclosure of all facts pertaining to any transaction where a conflict of interest may arise shall be made before executing the transaction.

The Disclosure Policy will be reviewed with the Board of Directors on an annual basis.

Section 10: Indemnification: The Corporation shall indemnify every member of the Board of Directors and officers of the Corporation to the full extent permitted by law against any and all reasonable expenses, including attorneys' fees, actual and necessarily incurred by him or her in connection with the defense of any action brought against a member of the Board of Directors and/or Officer of the Corporation, except in relation to matters as to which it shall be adjudged that such Director or Officer has breached his or her duty to the Corporation.

In addition, the Corporation shall have the power to indemnify any person who is serving at the request of the Corporation as a member, officer, Director or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law against any and all reasonable expenses. These expenses shall include attorneys' fees, actual and necessarily incurred in connection with any action brought against him or her except in relation to matters as to which it shall be adjudged that such person has breached his or her duty to the Corporation.

Section 11: Order of Business: The Order of Business in the conduct to the meetings of the Board of Directors of the Corporation shall be as follows:

1. Approval of Minutes
2. Reports of Committees and/or Officers
3. Communications
4. Unfinished Business

5. New Business
6. Adjournment

However, the President or a majority of the Board of Directors, by vote, may alter the order of business. Any order of business adopted at any meeting and not objected to by a majority of the Board of Directors present shall constitute the regular order of business.

ARTICLE VII — OFFICERS AND DUTIES OF OFFICERS

Section 1. Officers: At each annual meeting of the Board of Directors, the Directors shall elect a President, a Vice President, Secretary and Treasurer, and any such Officers are to hold their offices until the next annual meeting. Any Officer may be removed during the year by a two-thirds (2/3) vote of the remaining Board of Directors. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by a majority vote of the remaining Board. Each officer shall be elected from the Board of Directors.

Section 2. President: The President shall be the Chief Executive Officer of the organization and shall preside at all meetings of Members and of the Board. The President shall have the general powers and duties of supervision and management of the organization which usually pertains to such office, and shall perform all such other duties as are property acquired by the Board, including but no limited to appointing committees.

Section 3. Vice President: There shall be a Vice President who shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to his/her office or as are properly required by the Board of Directors. The Vice President shall also perform the duties of any other absent officer who may be unavailable from time to time.

Section 4. Treasurer: The Treasurer shall be the custodian of all funds of the Corporation, maintaining and keeping full and complete records and books of account thereof. He or she shall cause to be deposited all funds of the Corporation and withdraw same from such depositories, as may be designated by the Board of Directors. He or she shall make a full report of his or her conduct of office and account of the Corporation's funds at each meeting of the Board of Directors, and also at the Annual Meeting following his or her election.

Section 5. Secretary: The Secretary shall attend all meetings of the Members and of the Board, if possible, and keep the minutes thereof or appoint a member of the Board as a substitute. The Secretary

shall perform such other duties as usually pertain to said office or as are properly required by the Board of Directors. Copies of all correspondence should be given to the Secretary for the files.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the entire Board of Directors, and at least ten (10) days prior to the said regular or special meeting at which such amendment to the Bylaws shall be voted upon, a notice shall be sent to each and every member of the Board of Directors setting forth said proposed amendment.

ARTICLE IX— FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors. Until changed by the Board of Directors, the fiscal year end shall be December 31.

By: _____
Michael Mellides, CEO, President, and Director