

BY-LAWS
OF
GENTLEMEN ENJOYING LEISURE, NFP

ARTICLE I

OFFICES

The corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have such other offices within or without the State of Illinois as may from time to time be designated by the board of directors.

ARTICLE II

NO MEMBERS

The corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

SECTION I. **GENERAL POWERS.** The affairs of the corporation shall be managed by its board of directors, which shall have such powers as are set forth in other Articles hereof and other powers including, but not limited to, the following:

- A. Interpreting the provisions of the articles of incorporation and by-laws.
- B. Controlling the funds of the corporation and designating its depositories.
- C. Authorizing expenditures from the funds of the corporation to implement its goals and purposes.
- D. Appointing or authorizing the appointment or employment of professional and administrative staff personnel, professional auditors and others to assist in carrying out the purposes and resolves of the corporation.
- E. Determining compensation for services rendered or to be rendered to the corporation by persons other than directors and officers of the corporation in such capacities.
- F. Performing all other acts consistent with the articles of incorporation and by-laws that may be needed to carry out the purposes and resolves of the corporation.

SECTION 2. **NUMBER, TERMS, QUALIFICATIONS AND ELECTIONS**

- A. **NUMBER.** The number of directors shall be no less than three (3) and no more than thirteen (13). The number of directors may be decreased to not fewer than three (3) or increased to any number from time to time by amendment of this section.
- B. **TERM.** The initial term of the directors shall expire at the annual meeting of the board of directors to be held in May, 2008. Thereafter the annual meeting for the election of officers and directors will be each June with terms to be effective on July 1st. Upon the expiration of the terms of office of the directors, their respective successors shall be elected for the term of two (2) years each. Each director shall otherwise hold office until his successor shall have been elected and qualified. A director may not serve more than two consecutive (2) terms of office as a director. The director's 2 years terms will be staggered to insure board continuity.
- C. **QUALIFICATIONS.** Directors shall be selected on the basis of their ability and willingness to contribute their efforts or support to the implementation of the charitable, educational and other exempt purposes of the corporation.
- D. **ELECTION OF DIRECTORS.** Not less than fifteen (15) days prior to each annual meeting of the board of directors, the board of directors shall meet to nominate at least that number of candidates for directors equal to the number of directors. Each director may nominate one candidate for each position on the board, including himself to succeed himself in office. Each director shall have one vote for each position on the board to be filled, and voting shall not be cumulative. The nominees receiving the largest number of votes shall be elected.
- E. **RESIGNATION.** Any director of the corporation may resign at any time by giving written notice to the president or the secretary of the corporation. The resignation of any director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3. **REGULAR MEETINGS.** Regular meetings of the board of directors shall be held on the first (1st) Friday in June, August, October, December, February and April without other notice provided pursuant to these by-laws at a time and place as may be specified by the board of directors. Officers and Board Members are required to attend at least 4 of the 6 regular meetings of the Board of Directors and 8 of the 12 monthly meetings of the members. Failure to comply with these attendance requirements may result in board action to remove such officer or board member from their position.

SECTION 4. **SPECIAL MEETINGS.** Special meetings of the board of directors may be called by or at the request of the president of the corporation or any three (3) directors. The person or persons calling the meeting may fix the place for holding any special meeting or request a meeting thru electronic means.

SECTION 5. **NOTICE.** Except as otherwise required by statute, notice of any special meeting of the board of directors shall be given at least three (3) days prior thereto by written, electronic mail notice to each director at his address as shown by the records of the corporation. If notice is given by electronic mail, such notice shall be deemed delivered upon transmission to the electronic mail address shown on the records of the corporation. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of a special meeting of the board shall be specified in the notice or waiver of notice of such meeting.

SECTION 6. **QUORUM.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the board of directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. **MANNER OF ACTING.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws or the articles of incorporation.

SECTION 8. **INFORMAL ACTION BY DIRECTORS.** Any action required by the General Not For Profit Corporation Act of the State of Illinois or these by-laws to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors entitled to vote with respect to the subject matter thereof.

SECTION 9. **VACANCIES.** Vacancies occurring in the board of directors (including as a result of the death or inability of a director to fulfill his duties), or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors at any regular or special meeting of the board. A director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

SECTION 10. **COMPENSATION.** Directors shall not receive any salaries for their services nor reimbursement for their expenses of attendance at any meeting of the board or of any committee thereof, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any capacity other than as a director and receiving reasonable compensation therefor.

SECTION 11. **MEETINGS BY ALTERNATIVE COMMUNICATIONS METHODS.** Unless specifically prohibited by the articles of incorporation or these by-laws, members the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or such committee, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other and participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 12. **PROXIES.** An absent Director may participate by proxy for purposes of voting on any agenda items (s) and for purposes of quorum by providing written notice of his participation prior to the board meeting, with directions to any other officer or board member.

ARTICLE IV

COMMITTEES

SECTION I. **COMMITTEES OF DIRECTORS.** The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which will consist of at least one (1) director, which committees, to the extent provided in said resolution, the articles of incorporation or these by-laws, shall have

and exercise the authority granted to such committee by the board of directors in the management of the corporation; but the designation and appointment of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law, including, without limitation, Section 108.40 of the General Not For Profit Corporation Act of the State of Illinois. Subject to the foregoing, the board of directors may refer or assign any matter to any committee and discharge or terminate any such committee.

SECTION 2. **TERM OF OFFICE.** Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Each member of a committee shall serve at the pleasure of the board of directors.

SECTION 3. **CHAIRMAN.** One member of each committee shall be appointed chairman by the board of directors.

SECTION 4. **VACANCIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5. **QUORUM.** Unless a greater number shall be provided in the resolution of the board of directors designating and appointing a committee or in these by-laws, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. **RULES.** The board of directors may adopt rules for the government of any committee not inconsistent with these by-laws.

SECTION 7. **ADVISORY BODIES.** The board of directors may create and appoint persons to a commission, advisory body or other such body which may or may not have directors as members, which body shall not act on behalf of the corporation or bind it to any action, but may make recommendations to the board of directors or to the officers of the corporation. Members of any such body shall be selected on the basis of such qualifications as the board of directors may from time to time determine. No member of any such body shall be entitled to receive any compensation for services rendered in such capacity or reimbursement for expenses of attendance at any meeting of such body.

ARTICLE V

OFFICERS

SECTION 1. **OFFICERS.** The Officers of the corporation shall be a President, Executive Vice President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, and such other Officers as may be appointed by the board of directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed from time to time by the board of directors. Any two or more offices may be held by the same person.

SECTION 2. **ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors for open or expiring terms. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for a period of 2 years (3 years for the treasurer) and such officers may serve for 2 consecutive terms until his successor shall have been duly elected and qualified, unless the office is vacated prior to that time. Election of an officer shall not of itself create contract rights.

SECTION 3. **REMOVAL.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 4. **VACANCIES.** A vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. **PRESIDENT.** The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he shall be in charge of the business and affairs of the corporation; he shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. The president shall preside at all meetings of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he may execute for the corporation any contracts or other instruments which the board of directors has authorized to be executed, and he may accomplish such execution either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. The President and/or his designee(s) shall also represent the corporation at various functions and provide periodic updates to the members on board actions and upcoming meetings, events and activities.

SECTION 6. VICE PRESIDENTS.

EXECUTIVE VICE PRESIDENT The executive vice president shall assist the president in the performance of the president's duties and any duties as assigned by the board of directors. In the absence of the president or in the event of his inability or refusal to act, the executive vice president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. In addition, the executive vice president shall be responsible for chairing an executive committee of 5 persons including the president and 3 other persons selected by the executive vice president to plan for and convene an annual strategic planning meeting,

VICE PRESIDENT The vice president shall assist the president and the executive vice president in performance of their respective duties and as assigned by the board of directors. The vice president is responsible to work with the membership committee to oversee the planning of the new member programs to stimulate participation in activities and events. Additionally, the vice president is responsible for creating and implementing plans for stimulating more participation of existing inactive members in activities and events.

SECTION 7. **TREASURER.** The treasurer shall be the principal accounting and financial officer of the corporation. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 8. SECRETARIES.

RECORDING SECRETARY. The recording secretary is responsible for recording the minutes of the regular and special meetings of the board of directors and distributing the minutes to the board for comments as soon as possible after the meeting before finalization; take attendance at board of directors meetings to insure a quorum is met; maintain a list of the board of directors and their current contact information and assume any additional duties assigned to him by the president or the board of directors.

CORRESPONDING SECRETARY. The corresponding secretary is responsible for

keeping current the official calendar of the corporation's meeting and events, updating the calendar monthly on the official website and distributing the calendar to the members monthly via email; insure the membership email list is current. The Corresponding Secretary is also responsible for acknowledging on behalf of the corporation condolences when a member or their spouse has died. Additionally assume duties as assigned by the President or the Board of Directors.

SECTION 9. ASSISTANT VICE PRESIDENTS, ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. Any assistant vice presidents, assistant treasurers and assistant secretaries, if appointed by the Board of Directors shall perform such duties as shall be assigned to them by the vice president, the treasurer or the secretary, respectively, or by the President or the Board of Directors.

SECTION 10. COMPENSATION. Officers of the corporation shall not receive any salaries for their services rendered to the corporation, but shall be entitled to the payment or reimbursement of any expenses reasonably incurred in performing such services; provided, that nothing herein contained shall, subject to the prevailing conflict of interest policy be construed to preclude any officer from serving the corporation in any capacity other than as an officer or director and receiving reasonable compensation therefor.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or the vice president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 4. GRANTS AND GIFTS. The board of directors may apply for and/or accept on behalf of the corporation any grant, contribution, gift, bequest or devise for the general purposes or for any special purposes of the corporation.

ARTICLE VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors and committees having any of the authority of the board of directors. All books and records of the corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE IX

POLITICAL CAMPAIGNS

The corporation shall not, at any time, directly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office or, except as an insubstantial part of its activities, attempt to influence the passage or defeat of legislative proposals. This provision shall not be construed to prevent any officer or director in his individual capacity from engaging in any of the foregoing activities.

ARTICLE X

INDEMNIFICATION

SECTION 1. **OBLIGATION TO INDEMNIFY.** Subject to Section 5 of this Article, the corporation shall indemnify each director, officer, employee and agent of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), brought against him or in which he is named as a party by reason of the fact that he is or was a director, officer, employee or agent of the corporation, if the person seeking indemnification acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person seeking indemnification did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, a presumption that the person seeking indemnification had reasonable cause to believe that his conduct was unlawful.

SECTION 2. **MANNER OF DETERMINING ELIGIBILITY.** Any indemnification shall be made by the corporation upon a determination that indemnification of such person is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 3. **ADVANCE PAYMENTS OF EXPENSES.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the person seeking indemnification to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 4. **CONTRACT RIGHTS.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee chairman, committee member, employee or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 5. **INSURANCE.** The obligation of the corporation under this Article shall not be limited to the proceeds of liability insurance policies actually paid to the corporation or directly to or for the benefit of the person claiming indemnification under this Article. The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, committee chairman, committee member, employee or agent of the corporation against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI

SEAL

The corporate seal, if any, shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written notice of such purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE XIV

DISSOLUTION OF THE ORGANIZATION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or shall be distributed to the Federal government or to a state or local government for a public purpose as the board or directors shall determine. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in the State of Illinois or by any other appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV

CONFLICTS OF INTEREST

DISCLOSURE. A conflict of interest may exist when the interests or concerns of any director, officer or staff member, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of the corporation. Any possible conflict of interest shall be disclosed to the board of directors by the person concerned in accordance with the corporation's conflict of interest policy attached hereto as Exhibit A.

ABSTENTION FROM VOTING. When any such conflict of interest is relevant to a matter requiring action by the board of directors, the interested person shall call it to the attention of the board of directors, and such person shall not vote on the matter, nor shall he or she be recognized in determining the quorum for the meeting. Such person shall retire from the room in, or the teleconference on which the board of directors is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall

provide the board of directors or committee with any and all relevant information with respect to the conflict of interest.

RECORDATION. The minutes of the meeting of the board of directors or committee shall reflect that 1) the conflict of interest was disclosed; 2) the interested person was not present during the final discussion or vote; and 3) such interested person did not vote. When there is uncertainty as to whether a conflict of interest exists, the matter shall be resolved by a vote of the board of directors, such vote is not to include such potentially interested person. This Article XV shall constitute the corporation's conflict of interest statement and a copy shall be furnished to each director, officer and staff member serving the corporation at the time the person becomes associated with the corporation.

ANNUAL REVIEW. The policy provided in this Article XV shall be reviewed annually for the information and guidance of directors, officers, and staff members; and any new directors, officers or staff members shall be advised of the policy upon undertaking the duties of such office.

ARTICLE XVI

CODE OF CONDUCT

The Corporation has adopted a Code of Conduct Policy, which is attached hereto and made an integral part of these By Laws and designated as Exhibit B. All members are required to honor and abide by the Code of Conduct. The Board of Directors is responsible for the administration of such policy upon the request of any member to review the conduct of any other member(s) alleged to be in violation thereof. The vote of no less than 2/3's of the Board shall be required to take punitive action against any member found to be in violation of the policy.

ARTICLE XVII

MISCELLANEOUS

All words used in the singular number shall mean, extend to and include the plural where applicable and vice versa and all words used in any gender shall mean, extend to and include any other gender, all as the context may require. Article and section headings are for the convenient reference only and are not a part of the context of these by-laws. Any waiver or consent given by the board of directors or any officer shall be effective only in the specific instance and for the purpose for which given and shall not be deemed a waiver or consent for or with respect to any other person, instance, purpose or circumstances.

EXHIBIT A

Form of Conflict of Interest Policy GENTLEMEN ENJOYING LEISURE CONFLICT OF INTEREST POLICY

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect the interest of GENTLEMEN ENJOYING LEISURE (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

ARTICLE II

DEFINITIONS

SECTION 1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

SECTION 2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 hereof, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

EXHIBIT B

GEL CODE OF CONDUCT

Each individual associated with GEL including Board members, GEL members, and any person associated with GEL activities or functions (e.g speakers or attendees) have the right to enjoy a cordial, pleasant and peaceful atmosphere free from bias, prejudice and harassment.

The GEL Board has developed this Code of Conduct to ensure that everyone associated with GEL can enjoy their participation free from any harassment or bullying through words or graphic material (verbal or written) or conduct that is abusive, intimidating, hostile, offensive, or egregiously disrespectful. In addition, this Code of Conduct prohibits exclusion or discrimination of any kind, including for reasons of someone's race, color, national origin, age, gender, sexual orientation, gender identity or expression, disability, religion, or political leanings or affiliation.

Harassing or discriminatory conduct includes epithets, slurs, negative stereotyping, threatening, intimidating or hostile acts, denigrating jokes or the like whether written or verbal.

Members who believe they have been victims of conduct prohibited by this Code of Conduct or believe they have witnessed such conduct occurring at or related to GEL activities or functions should report their concerns to any GEL officer or Board member.

The GEL Board encourages the prompt reporting of complaints or concerns addressed in this Code of Conduct. The GEL Board will investigate and determine, in its sole discretion, whether a violation of this Code of Conduct has occurred. In the event the GEL Board determines a violation has occurred, the GEL Board, in its sole discretion, may take any of the following actions: (1) communication of a simple warning, (2) prohibition of an individual(s) participation in one or more GEL functions or activities or (3) permanent expulsion from membership in GEL.