

BYLAWS OF THE
LOS ANGELES MEMORIAL COLISEUM COMMISSION

CHAPTER I
GENERAL PROVISIONS

SECTION 1. These rules shall apply to the Los Angeles Memorial Coliseum Commission (Commission) and are adopted pursuant to the authority vested in the Commission by the Amended and Restated Los Angeles Memorial Coliseum Commission Management Agreement dated as of February 26, 2014 as may be amended from time to time (Management Agreement), and section 6500 et seq. of the Government Code.

SECTION 2. Any rule contained herein may be amended, repealed, or adopted at any time by a majority vote of the Commission, provided, however, such action shall not affect any pending matter.

SECTION 3. Any rule may be temporarily suspended by unanimous consent of the Commission.

SECTION 4. Unless otherwise provided by these Bylaws, all proceedings before the Commission shall be conducted in accordance with, and pursuant to, the parliamentary rules of procedures as prescribed in "Robert's Rules of Order." Provided, further, that the failure to follow the parliamentary rules of procedures as prescribed in "Robert's Rules of Order" shall not invalidate any action taken by the Commission.

CHAPTER II

COMMISSION MEETINGS

SECTION 5. The regular meetings of the Commission shall be held on the fourth Thursday of each and every month except July and November, commencing at the hour of 2:30 p.m. at the Los Angeles Memorial Coliseum Commission Room, unless cancelled by the Commission or the Commission adopts an alternate schedule. In no event shall the Commission meet fewer than once each quarter. If any regular meeting day falls upon a holiday, the regular meeting of the Commission shall be cancelled.

SECTION 6. Any regular, adjourned regular, special or adjourned special meeting of the Commission may be adjourned to any day prior to the date established for the next succeeding regular meeting of the Commission. If the date to which any such meeting is adjourned falls upon a holiday, the adjourned meeting shall be held at the same place on the next succeeding day which is not a holiday at the hour of 2:30 p.m., in which event all hearings and other matters before the Commission are continued to the same hour of the next succeeding day which is not a holiday.

SECTION 7. Any adjourned meeting of a regular meeting or adjourned regular meeting is part of the regular meeting.

SECTION 8. Special meetings of the Commission may be called in the manner provided by State law. The agenda for the special meeting shall specify the time and place of the meeting and the business to be transacted at such meeting, and no other business shall be considered at that meeting. The Chief Administrative Officer

(CAO) shall provide notice of special meetings to all members of the Commission and the public as required by State law.

CHAPTER III

ELECTION, POWERS, AND DUTIES OF OFFICERS, CONDUCT OF MEETINGS

SECTION 9. The Commission shall be presided over by a President, and Vice-President, to be elected from amongst the members of the Commission as provided for in Section 10, below.

SECTION 10. The members of the Commission shall elect the President and Vice-President at the first meeting of the Commission held in each calendar year to serve until the election of their successors. In the event of a vacancy in the office of the President, the Vice-President shall serve as his or her replacement for the remainder of the term. If the Vice-President is not available to serve, the members of the Commission shall elect another member of the Commission to serve as President until the end of the term. In the event of a vacancy in the office of the Vice-President, the members of the Commission shall elect another member of the Commission to serve as Vice-President until the end of the term.

SECTION 11. The President, when present, shall preside at all meetings of the Commission and shall conduct the business of the Commission in the manner prescribed by the Management Agreement and these Bylaws. The President shall preserve order and decorum and shall decide all questions of order subject to the action of a majority of the Commission.

SECTION 12. In the absence of a quorum the members present shall adjourn the meeting until the same hour on the next succeeding day or to the next regularly scheduled Commission meeting date. If all members are absent the CAO of the Commission may adjourn the meeting to a stated time and place in accordance with Section 54955 of the Government Code.

SECTION 13. In the absence of, or inability to act of, the President, the Vice-President shall preside over the meeting. When presiding over the meeting as provided for herein, the Vice-President shall have all of the powers and duties of the President.

SECTION 14. The Commission shall appoint a Secretary who may, but not need, be a member of the Commission.

SECTION 15. Each motion made by any member of the Commission shall require a second. Motions and seconds may be made by any member of the Commission, including the President.

SECTION 16. The roll need not be called in voting upon a motion except when requested by a member. If the roll is not called, in the absence of an objection, the Chair may order the motion unanimously approved. When the roll is called on any motion, any member present who does not vote in an audible voice shall be recorded as "aye."

SECTION 17. Each roll call of the Commission shall be in alphabetical order, except that the President shall be called last.

SECTION 18. A majority of the members of the Commission constitute a quorum for the transaction of business. No act of the Commission shall be valid or binding unless a majority of all the members concur therein, unless the Management Agreement requires otherwise.

SECTION 19. The Secretary shall cause to be kept minutes of the Commission's meetings, and shall otherwise maintain a record of all proceedings thereof as required by law.

SECTION 20. The CAO shall prepare an agenda for each meeting in consultation with the President. The agenda shall include those matters addressed to the Commission requiring its action, and any matter any member of the Commission at a regular or special meeting of the Commission, requests be placed on the agenda of a future meeting. The CAO shall attend each meeting of the Commission.