

**BYLAWS
OF
TOWER LEGACY FOUNDATION, INC.
(a Kentucky Non-Profit Corporation)**

Tower Legacy Foundation, Inc., a Kentucky non-profit corporation (the "Foundation"), shall operate pursuant to the following bylaws which have been approved by the Foundation's Board of Directors by resolution dated July 20, 2017:

**Article I
General Provisions**

1.1 **Organization.** The Foundation was formed on July 18, 2017, as a Kentucky non-profit corporation under Chapter 273 of the Kentucky Revised Statutes by the filing of Articles of Incorporation (the "Articles") with the Kentucky Secretary of State.

1.2 **Principal Office.** The mailing address of the principal office of the Foundation shall be Hamelin Square, 526 Philadelphia Street, Covington, KY 41011. The principal office of the Foundation may be changed from time to time by action of the board of directors.

1.3 **Other Offices.** The Foundation may maintain such other office or offices within or without the Commonwealth of Kentucky as determined by the Directors from time to time.

1.4 **Registered Agent.** The registered agent of the Foundation in the Commonwealth of Kentucky shall be designated in the Articles of Incorporation and may be changed from time to time by the Directors. The registered or statutory agent of the Foundation in any other state in which the Foundation is registered to do business shall appointed and may be changed from time to time by the Directors.

1.5 **Fiscal Year.** The fiscal year of the Foundation for all purposes (the "Fiscal Year") shall be the twelve (12) month period ending December 31st. The Fiscal Year may be changed from time to time by the Directors as they shall determine necessary or advisable to accomplish the Foundation's purposes and consistent with applicable tax law.

1.6 **Purposes.** The purposes for which the Foundation is organized are:

(a) To preserve the historic legacy of the Carroll Chimes Clock Tower located in Goebel Park, MainStrasse Village, Covington, Kentucky (the "Clock Tower");

(b) To provide for the physical restoration and maintenance of the Clock Tower;

(c) To educate the public about the Clock Tower, world clock tower history, clockwork automata, and carillons through informational and musical programs;

(d) To promote the beautification and public use of the park space around the Clock Tower; and

(e) To engage in such other activities and accomplish such other purposes related to or in furtherance of the foregoing purposes and consistent with the Foundation's charitable character.

1.7 Conflict with Articles. In the event of any conflict between the Articles and these Bylaws, the provisions of the Articles shall control in order to resolve such conflict but all other provisions of these Bylaws shall remain in full force and effect.

1.8 Amendment of Bylaws. These Bylaws may be amended or repealed by a two-thirds vote of the Members or Directors or by the unanimous written consent of the Members or Directors; provided, however, that no such amendment or repeal: (a) shall have the effect of terminating the membership status or rights prior to the end of the Fiscal Year; or (b) increase the duties or liabilities of the Directors or Officers without the consent of the Directors or Officers.

Article II **Members**

2.1 Existence and Categories. The Foundation shall be a membership organization. The members of the Foundation for each Fiscal year (the "Members") shall be such individuals who meet the applicable eligibility requirements for such membership category for such Fiscal Year ("Individual Members") and such corporations, limited liability companies, partnerships, or trusts (collectively "Corporations") that meet the applicable eligibility requirements for such membership category for such Fiscal Year ("Corporate Members"). All references herein to "Members" mean all Individual Members and all Corporate Members for a given Fiscal Year.

2.2 Individual Members. The Individual Members for a Fiscal Year shall be such individuals who have made a monetary contribution to the Foundation for such Fiscal Year equal to or greater than the individual membership level for such Fiscal Year. The individual membership level for a Fiscal Year shall be determined in advance by the Directors and shall be the same for all individuals for such Fiscal Year. Unless changed by the Directors prior to the start of a Fiscal Year, the individual membership level for a Fiscal Year shall be the same as the immediately preceding Fiscal Year. If an individual makes a contribution to the Foundation in a Fiscal Year that exceeds the individual membership level for such Fiscal Year, such individual may elect to have the excess contribution carried forward and applied to the individual membership levels for subsequent Fiscal Years until exhausted.

2.3 Corporate Membership. The Corporate Members for a Fiscal Year shall be such Corporations that have made a monetary contribution to the Foundation for such Fiscal Year equal to or greater than the corporate membership level for such Fiscal Year. The corporate membership level for a Fiscal Year shall be determined in advance by the Directors and shall be the same for all Corporations for such Fiscal Year. Unless changed by the Directors prior to the start of a Fiscal Year, the corporate membership level for a Fiscal Year shall be the same as the immediately preceding Fiscal Year. If a Corporation makes a contribution to the Foundation in a Fiscal Year that exceeds the corporate membership level for such Fiscal Year, such individual may elect to have the excess contribution carried forward and applied to the corporation membership level for subsequent Fiscal Years until exhausted.

2.4 Annual Meeting. An annual meeting of the Members (the “Annual Meeting”) shall be held on the fourth Saturday of October at such time and place as determined by the Board of Directors. The business to be conducted at the Annual Meeting shall include the election of those directors eligible for election at such meeting, a report of such directors, officers, or committees as determined by the Board of Directors, and such other business as may come before such meeting.

2.5 Special Meetings. A special meeting of the Members (“Special Meetings”) may be called upon not less than thirty (30) and not more than ninety (90) days’ notice by the Board of Directors or by those Members representing at least ten percent (10%) of all Members at such time. The date, time, and location of a Special Meeting shall be determined by Board of Directors.

2.6 Voting. Each Member shall have one (1) vote on all matters subject to a vote of the Members. To be eligible to vote, a Member must be present at a meeting of the Members in person or by proxy. For this person, “in person” shall not include via teleconference or videoconference.

2.7 Proxy. A Member may vote by proxy in accordance with such rules and procedures as may be determined by the Directors.

2.8 Quorum. Twenty percent (20%) of the Members shall constitute a quorum for the conduct of business at any meeting of the Members.

2.9 Actions of Members. An action of the Members (for the purpose of approving, deciding, or otherwise acting upon any matter subject to the vote, approval, consent, or decision of the Members) shall require either: (a) the affirmative vote of a majority of the Members present in person or by proxy at a meeting of the Members at which a quorum exists; or (b) the unanimous written consent of all of the Members.

Article III
Board of Directors

3.1 **Management.** The general management, direction, and control of the Corporation shall be vested in the Board of Directors of the Corporation (the “Board of Directors” or “Board”), subject to delegation of powers, authorities, and duties to officers of the Corporation as provided herein. All references herein to the “Directors” mean all directors of the Corporation duly elected and serving from time to time, including the Initial Directors during their initial one (1) year term and the Class I, II, and III Directors during their respective terms.

3.2 **Initial Directors.** The Board shall initially consist of three (3) persons (the “Initial Directors”), who shall be appointed in the Corporation’s Articles of Incorporation and who shall serve for a one (1) year term or until the Class I Directors are duly elected and qualified.

3.3 **Class I Directors.** There shall be four (4) Class I directors (the “Class I Directors”) who shall be elected by the Members at the first Annual Meeting and each third Annual Meeting thereafter (4th, 7th, 10th, etc.) and who shall serve for a three (3) year term or until successor Class I Directors are duly elected. Any individual is eligible to be a Class I Director, whether or not a Member.

3.4 **Class II Directors.** There shall be four (4) Class II directors (the “Class II Directors”) who shall be elected by the Members at the second Annual Meeting and each third Annual Meeting thereafter (5th, 8th, 11th, etc.) and who shall serve for a three (3) year term or until successor Class II Directors are duly elected. Any individual is eligible to be a Class II Director, whether or not a Member.

3.5 **Class III Directors.** There shall be three (3) Class III directors (the “Class III Directors”) as follows: (a) one shall be appointed by the Covington Mayor and Covington City Manager; (b) one of whom shall be appointed by the Mainstrasse Village Association; and (c) one of whom shall be appointed by the Covington Business Council. Each Class III Director shall serve for a four (4) year term or until a successor is duly appointed. In the event a successor Class III Director is not appointed within ninety (90) days after the end of the preceding term, the Directors may appoint a successor to such board seat for such term.

3.6 **Regular Meetings.** Regular meetings of the Board shall be held on a quarterly basis on such dates and at such times and locations as determined by the Directors from time to time.

3.7 **Special Meetings.** Special meetings of the Board may be called by the President at any time by giving at least three (3) days written notice to all Directors and shall specify the purpose of and particular business to be transacted at said meeting.

3.8 Attendance at Meetings. A Director shall be considered in attendance at a meeting for the purpose of voting and participating in the business of the meeting if such Director is present in person or by teleconference or videoconference.

3.9 Quorum. A majority of the Directors shall constitute a quorum for the conduct of business at any meeting of the Directors.

3.10 Actions of Directors. All actions of the Directors or Board shall require either: (a) the vote of a majority of the Directors in attendance at a meeting of the Directors where a quorum exists; or (b) the unanimous written consent of all Directors.

3.11 Removal. Any Director may be removed from office for cause deemed sufficient by a vote of at least two-thirds of the Directors. In addition, a Class III Director may be removed with or without cause by the same public official or entity holding the power to appoint such Director in the first place as provided in Section 3.5 hereof.

3.12 Vacancies. In the event a Class I or II Director resigns, is removed, or otherwise ceases or becomes unable to serve in such capacity prior to the expiration of his or her term, the remaining Directors may appoint a replacement Director to serve the remainder of such term. In the event a Class III Director resigns, is removed, or otherwise ceases or becomes unable to serve in such capacity prior to the expiration of his or her term, a replacement Director shall be appointed for the remainder of such term by the same public official or entity holding the power to appoint such Director in the first place as provided in Section 3.5 hereof.

3.13 Limitation of Liability. Pursuant to Section 273.248 of the Kentucky Revised Statutes, no Director shall have any personal liability to the Foundation for monetary damages for breach of his or her duties as a Director; provided, however, the preceding provision shall not eliminate or limit a Director's liability: (a) for any transaction in which the Director's financial interest is in conflict with the financial interests of the Foundation; (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or (c) for any transaction from which the Director derived an improper personal benefit.

Article IV **Officers**

4.1 Officers. The Foundation shall have a President, Secretary, and Treasurer, and such other officers as the Board may determine from time to time (the "Officers"). The Officers shall have such powers, authorities, and duties as provided herein or delegated from time to time by the Board.

4.2 Election and Term. The Officers shall be elected by the Directors and shall serve for a two (2) year term or until successors are duly elected. No person may serve in two or more such offices at the same time.

4.3 Powers and Duties. Subject to the control and oversight of the Board, the powers and duties of the officers shall be as follows:

(a) The President shall be the Chief Executive Officer of the Foundation and shall preside over all meetings of the Members, Directors, and Officers. The President shall have such other powers and duties as normally attendant to such office, as may be assigned by the Board, and/or as may be specifically provided herein.

(b) The Vice-President, if any, shall, in the absence or disability of the President, have the powers and duties of the President. In addition, the Vice President shall have such other powers and duties as may be assigned by the Board or President and/or as may be specifically provided herein.

(c) The Secretary shall be responsible for notifying all Members, Directors, and Officers of applicable meetings of the Foundation, for recording the minutes of all meetings and proceedings of the Foundation in books belonging to the Foundation, and for attending all meetings of the Foundation and presenting or reading the minutes of meetings or proceedings of the Foundation as appropriate to such meeting. In addition, the Secretary shall have such other powers and duties as are normally attendant to such office, as may be assigned by the Board or President, and/or as may be specifically provided herein.

(d) The Treasurer shall be responsible, in a fiduciary capacity, for the receipt, care, and custody of all funds of the Foundation, and for attending all meetings of the Foundation and making appropriate reports at such meetings regarding the financial condition of the Foundation. In addition, the Treasurer shall have such other powers and duties as are normally attendant to such office, as may be assigned by the Board or President, and/or as may be specifically provided herein.

4.4 Limitation of Liability. To the maximum extent permitted by Kentucky law, no Officer shall have any personal liability to the Foundation for monetary damages for breach of his or her duties as an Officer; provided, however, the preceding provision shall not eliminate or limit a Director's liability: (a) for any transaction in which the Officer's financial interest is in conflict with the financial interests of the Foundation; (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the Officer to be a violation of law; or (c) for any transaction from which the Officer derived an improper personal benefit.

Article V **Financial and Operational Matters**

5.1 Foundation Funds. All funds of this Foundation shall be deposited to the credit of the Foundation in depositories designated by the Board and may be withdrawn only by a check signed by two Officers.

5.2 Disbursements. The Treasurer shall disburse funds only as may be authorized by the Board; provided, however, the Board may authorize the expenditure of funds for recurring operational or administrative expenses by advance resolution that may cover all such expenditures during a period not to exceed one (1) year.

5.3 Borrowing. The Foundation may borrow funds or obtain credit only with the approval of the Board.

5.4 Authorization of Contracts and Transactions. The Foundation shall be authorized to enter into contracts and transactions only with the approval of the Board; provided, however, in approving a contract or transaction, the Board may authorize the President or any other Officer to take such additional actions and execute such additional documents in order to effectuate such contract or transaction.

5.5 Charitable Purpose. The Foundation is organized exclusively for charitable, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (collectively "IRC §501(c)(3)").

5.6 No Private Inurement. No part of the net earnings of the Foundation shall inure to the benefit of, or distributable to its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under IRC §501(c)(3), contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code.

5.7 Disposition of Assets upon Dissolution. Upon the dissolution of the Foundation, all assets of the Foundation shall be distributed for one or more exempt purposes within the meaning of IRC §501(c)(3), or shall be distributed to the federal government or to a state or local government for a public purpose. Any assets of the Foundation not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation 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.