

House Bill 839

By: Representative Hill of the 147<sup>th</sup>

A BILL TO BE ENTITLED  
AN ACT

To create the St. Marys Convention and Visitors Bureau Authority as a public body corporate and politic, a political subdivision of the state, and a public corporation to have the responsibility of promotion of tourism, trade, and conventions for St. Marys, Georgia; to provide for creation and organization; to provide for the membership of the authority and their terms of office and compensation; to provide for meetings; to provide for legislative findings and declaration of purpose; to provide for general powers and duties; to provide for rules and regulations; to provide for other matters relative to the foregoing and relative to the general purpose of this Act; to repeal conflicting laws; and for other purposes.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

**SECTION 1.**

Short Title.

This Act shall be known and may be cited as the "St. Marys Convention and Visitors Bureau Authority Act."

**SECTION 2.**

Definitions and References.

As used in this Act, the term:

(1) "Area" means the geographic area of the city.

(2) "Authority" means the St. Marys Convention and Visitors Bureau Authority.

(3) "City" means the City of St. Marys.

(4) "Conventions" means that term as defined in Article 3 of Chapter 13 of Title 48 of the O.C.G.A.

(5) "County" means Camden County, Georgia.

(6) "Special events" means events which, in the judgment of the authority, will promote tourism in the area.

(7) "Tourism" means that term as defined in Article 3 of Chapter 13 of Title 48 of the O.C.G.A.

(8) "Trade show" means that term as defined in Article 3 of Chapter 13 of Title 48 of the O.C.G.A.

### SECTION 3.

#### Creation of Authority, Status, Tax Exemption, and Sovereign Immunity.

(a) There is created a body public and politic to be known as the St. Marys Convention and Visitors Bureau Authority. The authority shall be deemed to be a political subdivision of the state and a public corporation and by that name may contract and be contracted with, sue and be sued, implead and be impleaded, and bring and defend actions. Said authority shall be a convention and visitors bureau authority created by an Act of the General Assembly for a municipality for purposes of Code Section 48-13-51 of the O.C.G.A. and is intended to be an agency and instrumentality of the city and a governmental unit for purposes of Section 103 and Sections 141 and 150 of the Internal Revenue Code of 1986, as amended, and, as to the city, is intended to be a subordinated entity for purposes of Section 265 (b)(3)(E)(ii) of the Internal Revenue Code of 1986, as amended. The authority shall not be a state institution nor a department or agency of the state but shall be a creation of the state, having a distinct corporate identity and being exempt from the provisions of Article 2 of Chapter 17 of Title 50 of O.C.G.A., the "Georgia State Financing and Investment Commission Act."

(b) The authority shall have its principal office in the city, and its legal situs or residence for the purposes of this Act shall be the city.

(c) The exercise of the powers conferred upon the authority in this Act shall constitute an essential governmental function for a public purpose. The properties of the authority, both real and personal, and the income of the authority are declared to be public properties and income used for the benefit and welfare of the people of the city and not for the purpose of private or corporate benefit, and such properties, to the extent of the authority's ownership thereof or other interest therein, and all income and obligations of the authority shall be exempt from all taxes and special assessments of the state or any city, county, or other political subdivision thereof. The authority shall have all of the exemptions and exclusions from taxes as are now granted to cities and counties for the operation of properties or facilities similar to the properties and facilities to be owned or operated, or both, by the authority.

(d) The authority shall have the same immunity and exemption from liability for torts and negligence as the state, and the officers, agents, and employees of the authority, when in performance of work of the authority, shall have the same immunity and exemption from liability for torts and negligence as officers, agents, and employees of the State of Georgia. The authority may be sued the same as private corporations on any contract of the authority. Any action to protect or enforce any rights under the provisions of this Act or any suit or action against the authority shall be brought in the Superior Court of Camden County, Georgia, and any action pertaining to validation of any bonds issued under the provisions of this Act shall likewise be brought in such court which shall have exclusive, original jurisdiction of such actions. The property of the authority shall not be subject to levy and sale under legal process. The records of the authority shall be public records which are subject to Article 4 of Chapter 18 of Title 50 of the O.C.G.A. Nothing in this Act shall be construed to abridge or change the powers and duties of other authorities, departments, boards, and like agencies of the city.

#### **SECTION 4.**

##### **Members and Meetings.**

(a) The authority shall consist of seven members who shall be natural persons who shall be at least 18 years of age and shall be residents of the city or operate a business in the city or designee of the business owner. Each member of the city council shall appoint one member to the authority. Two members shall be selected from the hotel and motel sector, two members shall be selected from the bed and breakfast sector, and two members shall be selected from the shops, restaurants, or concerned citizens sector. The mayor shall appoint as a seventh member of the authority one incumbent councilmember and shall also be approved by a majority vote of the council. The terms of members shall expire on the last day of January with such appointments being effective as of the next February 1. Any member may resign at any time by filing a written notice of resignation with the city clerk. Members shall serve at the pleasure of the mayor and council and may be removed by a majority vote of the mayor and council, with or without cause, and neither the city nor the mayor nor any member of council shall be subject to any liability on account of such removal.

(b) The authority shall meet at such times as may be necessary to transact the business coming before it. Meeting of the authority shall be open to the public in accordance with the laws of this state. Written minutes of all meetings shall be kept and, within ten days following every meeting, a copy of the minutes shall be furnished to the mayor and council of the city. Meetings shall be conducted in accordance with Robert's Rules of Order.

(c) At the first meeting of the authority, the members shall elect a chairperson, a vice chairperson, and a secretary- treasurer from its membership. Commencing in the year 2004, at the first meeting of the authority in February of each year, the members shall elect a chairperson, a vice chairperson, and a secretary-treasurer from its membership. The chairperson shall preside at meetings of the authority. The vice chairperson shall preside at meetings in the absence of the chairperson. In the absence of both the chairperson and vice chairperson, the members present at a meeting shall elect a temporary chairperson to preside at that meeting so long as the chairperson and vice chairperson both remain absent from the meeting. Four members shall constitute a quorum. Official action may be taken by majority vote of those members voting on a matter if a quorum is present and voting on such matter, except that the bylaws of the authority may only be initially adopted or subsequently amended by majority vote of all members. All members present at a meeting, including the chairperson, vice chairperson, or any other member presiding at such meeting, shall be entitled to vote on all matters that come before the meeting, except as otherwise provided in subsection (e) of this section. No vacancy on the authority shall impair the right of the quorum to exercise all the rights and perform all the duties of the authority.

(d) Members shall receive no compensation for their services as members of the authority but may be reimbursed for their proper and reasonable expenses incurred in the performance of their duties, subject to any limitations imposed by general law on the reimbursement of public officials and subject to any limitations which may be contained from time to time in the bylaws of the authority.

(e)(1) As used in this subsection, the term "substantial interest or involvement" means any interest or involvement which reasonably may be expected to result in a direct financial benefit to such member, as determined by the members by vote, which determination shall be final and not subject to review.

(2) The provisions of Code Section 45-10-3 of the O.C.G.A. shall apply to the members of the authority and a member of the authority shall not engage in any transaction with the authority. The provisions of the immediately preceding sentence and the provisions of paragraph (9) of such Code section shall be deemed to have been complied with and the authority may purchase from, sell to, borrow from, loan to, contract with, or otherwise deal with any member or any organization or person with which any member of the authority is in any way interested or involved, provided that:

(A) Any interest or involvement by such members is disclosed in advance to the members of the authority who will be voting on the matter or transaction and such disclosure is recorded in the minutes of the authority;

(B) No member having such a substantial interest or involvement may be present at that portion of any meeting of the board of members during which discussion of such matter or transaction is conducted; and

(C) No member having a substantial interest or involvement may participate in any decision of the board of members relating to any such matter or transaction. A member who has any such substantial interest or involvement shall be entitled to participate in discussions of whether such interest or involvement is a substantial interest or involvement but shall not be entitled to vote on the question.

(3) Nothing contained in this subsection shall be deemed to prohibit any member from providing legal services to the authority, being paid for such services and related expenses, participating in discussions relating to his or her engagement, scope of services, compensation, or related matters or from voting on such matters.

## **SECTION 5.**

### **Purpose.**

The purpose of the authority is to promote tourism, conventions, and trade shows within the area in such manner and manners as the authority shall determine to be appropriate.

## **SECTION 6.**

### **Duty of the Authority.**

It shall be the duty of the authority to promote tourism, conventions, and trade shows within the area.

## **SECTION 7.**

### **Powers.**

(a) The authority shall have all powers allowed by law and consistent with the provisions of this Act as are necessary or convenient to carry out its corporate purpose, including, without limitation, the power to:

(1) Adopt and alter a corporate seal;

(2) Purchase advertising promoting tourism, conventions, trade shows, and special events;

(3) Encourage, solicit, promote, procure, sponsor, co-sponsor, and service conventions, trade shows, and special events;

- 1 (4) Lend financial support through grants, contributions, or otherwise to other  
2 governmental entities in furtherance of its corporate purpose;
- 3 (5) Lend financial support through grants, contributions, or otherwise to private sector  
4 for profit and nonprofit entities in furtherance of its corporate purpose, provided the  
5 authority determines that the residents of the area shall receive a substantial benefit  
6 therefrom;
- 7 (6) Conduct activities to foster better public understanding on the part of individuals and  
8 businesses of the importance of tourism and the convention and visitors industry to the  
9 economy of the city and of the area;
- 10 (7) Conduct activities to encourage and assist the cooperation between the businesses  
11 and industries servicing tourists, conventions, and special events;
- 12 (8) Engage in fundraising activities in furtherance of its corporate purpose;
- 13 (9) Acquire by purchase, lease, or otherwise and to hold, lease, and dispose of real and  
14 personal property of every kind and character for its corporate purposes;
- 15 (10) Acquire in its own name by purchase, on such terms and conditions and in such  
16 manner as it may deem proper, real property or rights of easements therein or franchises  
17 necessary or convenient for its corporate purpose, to use the same so long as its corporate  
18 existence shall continue, to lease or make contracts with respect to the use of the same,  
19 or to dispose of the same in any manner it deems to the best advantage of the authority.  
20 If the authority shall deem it expedient to construct any facility relating to tourism,  
21 conventions, trade shows, or special events on any lands, the title to which shall then be  
22 held by the State of Georgia, the Governor is authorized to convey for and in behalf of  
23 the state title to such lands to the authority upon payment to the State of Georgia for the  
24 credit of the general fund of the state of the reasonable value of such lands or upon the  
25 receipt of such lawful consideration as may be determined by the parties to such  
26 conveyance. If the authority shall deem it expedient to acquire and construct any such  
27 facility on any lands, the title to which shall then be held by the city, the county, or any  
28 other municipality incorporated in said county, the governing authority or body of the  
29 city, the county, or any of the said municipalities is authorized to convey title to such  
30 lands to the authority upon the receipt of such lawful consideration as may be determined  
31 by the parties to such conveyance or upon payment for the credit of the general funds of  
32 said county or municipalities of the reasonable value of such lands. Such value to be  
33 determined by mutual consent of said county or municipality and the chairperson of the  
34 authority;
- 35 (11) Appoint, select, and employ officers, agents, and employees, and independent  
36 consultants including but not limited to engineering, architectural, and construction  
37 experts, fiscal agents, economists, and attorneys and fix their respective compensations;

1 and to delegate to the executive director the authority and responsibility necessary to  
2 properly administer the day-to-day business of the authority within policies set by the  
3 authority and subject to its review;

4 (12) Appoint an advisory committee and other committees of persons from the public  
5 and private sectors without regard to their place of residence;

6 (13) To make contracts of every kind and character, and, without limitation, any and all  
7 persons, firms, and corporations and the state and any and all political subdivisions,  
8 departments, institutions, or agencies of the state are authorized to enter into contracts,  
9 leases, or agreements with the authority upon such terms and for such purposes as they  
10 deem advisable; and, without limiting the generality of the above, the authority and the  
11 city shall be permitted to enter into the following:

12 (i) Contracts under which hotel and motel taxes collected by the city are paid to and  
13 expended by the authority as contemplated by paragraph (3) of subsection (a) of Code  
14 Section 48-13-51 of the O.C.G.A.;

15 (ii) Contracts under which the authority purchases administrative and financial  
16 management services from the city to be performed by personnel at the city's cost,  
17 which shall include the costs of payroll, employee benefits, supplies, and overhead  
18 reasonably allocable to the performance of such services; and

19 (iii) Lease contracts relating to leases of real property, personal property, or both real  
20 and personal property;

21 (14) Accept loans and grants of money or materials or property of any kind from the  
22 United States or any agency or instrumentality thereof, upon such terms and conditions  
23 as the United States or such agency or instrumentality may impose;

24 (15) Accept loans and grants of money or materials or property of any kind from the  
25 State of Georgia or any agency or instrumentality or political division thereof, upon such  
26 terms and conditions as the State of Georgia or such agency or instrumentality or political  
27 subdivision may impose;

28 (16) Borrow money for any of its corporate purposes and to execute evidences of such  
29 indebtedness and to secure the same and to issue and validate revenue bonds pursuant to  
30 the provisions of Article 3 of Chapter 82 of Title 36 of the O.C.G.A., the "Revenue Bond  
31 Law," to pay the project costs of anyone or more facilities relating to tourism,  
32 conventions, trade shows, or special events payable solely from funds pledged for that  
33 purpose, and to refund such revenue bonds. Such facilities shall be owned by the  
34 authority and may be operated by the authority, leased by the authority in whole or in part  
35 under true leases, which shall also be known as operating leases, or operated by others  
36 pursuant to one or more management contracts. Revenues of the authority including but  
37 not limited to revenues derived by it from any such facilities and revenues derived from

1 hotel and motel taxes received from the city may be pledged to the payment of debt  
2 service on such revenue bonds and other evidences of indebtedness of the authority;

3 (17) Sell, lease, grant, exchange, or otherwise dispose of any property, both real and  
4 personal, or interest therein;

5 (18) Sue and be sued in contract and in tort and to complain and defend in all courts;

6 (19) Advise and recommend plans to other public and private sector entities for the  
7 promotion of tourism, conventions, and trade shows;

8 (20) Conduct studies and develop plans for improving tourism in the area;

9 (21) Receive and disburse public funds appropriated by the city, including but not  
10 limited to revenues derived from the hotel and motel tax collected by the city and to  
11 receive and disburse funds from private sources and other revenues which may be  
12 received from time to time which would assist in the accomplishment of its corporate  
13 purpose; and

14 (22) Do all things necessary or convenient to accomplish its corporate purpose and to  
15 exercise any power permitted by the laws of the state to be exercised by private  
16 corporations which will further the authority's ability to accomplish such purpose, so  
17 long as the exercise of such power is not in conflict with the Constitution or laws of this  
18 state.

19 (b) The powers enumerated in each paragraph of subsection (a) of this section are  
20 cumulative of and in addition to those powers enumerated in the other paragraphs of  
21 subsection (a) of this section and any other powers elsewhere in this Act or which may  
22 reasonably be inferred from the provisions of this Act. This Act shall be liberally construed  
23 to effect the described purposes, and in interpreting this Act, the courts are not to apply  
24 "Dillon's Rule."

## 25 **SECTION 8.**

### 26 **Budget and Finances.**

27 The authority shall prepare an annual budget and submit the same to the mayor and council  
28 of the city, which upon approval by the council may, in the discretion of the council, be  
29 funded in whole or in part with revenue received by the city from the hotel and motel tax,  
30 provided the authority complies with any provisions relative to the expenditure of said  
31 revenues contained in Article 3 of Chapter 13 of Title 48 of the O.C.G.A. as now in effect  
32 and any other conditions or criteria deemed proper by the mayor and council of the city.

**SECTION 9.**

## Bylaws.

The authority may by affirmative vote of a majority of all members adopt bylaws to, govern the authority, its employees, and operation and may by affirmative vote of all members repeal, replace, or amend such bylaws.

**SECTION 10.**

## Liability Limited.

Neither the members of the authority nor any person executing bonds, notes, leases, or other agreements or obligations on behalf of the authority shall be personally liable thereon by reason of such execution.

**SECTION 11.**

## City not Bound.

The authority shall have no power or authority to bind the city by any contract, agreement, financial obligation, indebtedness, or otherwise and no contract, agreement, financial obligation, or indebtedness incurred by the authority shall ever be a claim or charge against the city, provided that both the authority and the city shall be bound to each other by contracts, agreements, financial obligations, or indebtedness between themselves.

**SECTION 12.**

## Oversight.

The mayor and council of the city shall be authorized, by and through a committee of their own number or by anyone or more persons they may select, to inspect at their pleasure the state and condition of the authority, its properties, and all books and records pertaining to the authority and its affairs and the authority shall give and furnish them with assistance in making such inspections.

**SECTION 13.**

## Dissolution.

Should the authority for any reason be dissolved after full payment of all bonded indebtedness incurred under the provisions of this Act, both as to principal and interest, title

1 to all property of any kind and nature, real and personal, held by the authority at the time of  
2 such dissolution shall be conveyed to the city or title to any such property may be conveyed  
3 prior to such dissolution in accordance with provisions which may be made therefor in any  
4 resolution or trust instrument relating to such property, subject to any liens, leases, or other  
5 encumbrances outstanding against or in respect to such property at the time of such  
6 conveyance.

7 **SECTION 14.**

8 All laws and parts of laws in conflict with this Act are repealed.