

Senate Bill 518

By: Senators Unterman of the 45th and Cagle of the 49th

AS PASSED SENATE

**A BILL TO BE ENTITLED
AN ACT**

To create the Buford Visitors Bureau Authority as a public body corporate and politic, a political subdivision of the state, and a public corporation to have the responsibility and authority to promote tourism, conventions, and trade shows in City of Buford, Georgia; to provide for the creation and organization of the authority; to provide for the appointment of the directors of the authority and their terms of office, compensation, and qualifications; to provide for meetings; to provide for legislative findings and declaration of purpose; to provide for general powers; to provide for regulations; to provide for other matters relative to the foregoing and relative to the general purposes 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 "Buford Visitors Bureau Authority Act."

SECTION 2.

Definitions.

As used in this Act, the term:

(1) "Area" means the corporate limits of the City of Buford, Georgia

(2) "Authority" means the Buford Visitors Bureau Authority.

(3) "Board" means the board of directors of the Buford Visitors Bureau Authority.

(4) "Special events" means events which, in the judgment of the authority, will promote tourism in the area or privately contracted functions.

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 Buford 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. The authority shall be a visitors bureau authority created by Act of the General Assembly, and is intended to be an agency and instrumentality of the city, and a governmental unit for purposes of Sections 103, 141, and 150 of the federal 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. For the purposes of promotion and development of tourism as provided in Code Section 48-13-51 of the O.C.G.A., the Buford Visitors Bureau Authority established by this Act shall serve as a permissible, but not the exclusive, entity for the transfer of hotel and motel tax funds by the taxing entities in Buford.

(b) The authority shall have its principal office within Buford, and its legal situs or residence for the purposes of this Act shall be the City of Buford, Gwinnett County, Georgia.

(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 Buford 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 contractual obligation of the authority. Any action to protect or to enforce any rights pursuant to the provisions of this Act or any suit or action against the authority shall be brought in the Superior Court of Gwinnett County, 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

1 records of the authority shall be public records which are subject to Article 4 of Chapter 18
2 of Title 50 of the O.C.G.A.

3 **SECTION 4.**

4 Directors and meetings.

5 (a) The property and business of the authority and the direction of its work shall be vested
6 in and managed under the direction of its board of directors. The board shall have full
7 control for setting policies, day-to-day operations, and approving annual budgets, as specified
8 in Section 8 of this Act, subject only to the limitation specified in this section.

9 (b) The board shall consist of five directors, who shall be natural persons at least 21 years
10 of age but need not be residents of the city. Such appointed individuals shall serve one-year
11 terms at the pleasure of the city commission. Such individuals shall consist of:

12 (1) The duly appointed city manager or his or her designee;

13 (2) A presently elected city commissioner as appointed by the city commission;

14 (3) A representative of a hotel or motel within the city's corporate limits as appointed by
15 the city commission; and

16 (4) Two individuals operating businesses within the corporate limits of the city as
17 appointed by the city commission.

18 (c) The board shall meet at such times as may be necessary to transact the business coming
19 before it, but not less often than twice yearly. Either the chairperson or any three other
20 directors together may call a special meeting of the board. Meetings of the board shall be
21 open to the public in accordance with the laws of the State of Georgia. Written minutes of
22 all meetings shall be kept; and, within ten days following every meeting, a copy of the
23 minutes shall be furnished to the city commission. Meetings shall be conducted in
24 accordance with the latest version of *Roberts Rules of Order*.

25 (d) At the first meeting of the board, and thereafter subsequent to yearly new appointments,
26 the directors shall elect a chairperson and a vice chairperson from their voting members. The
27 chairperson shall preside at meetings of the board and shall vote on all matters coming before
28 the board. The vice chairperson shall preside at meetings in the absence of the chairperson.
29 In the absence of both the chairperson and vice chairperson, the directors present at a meeting
30 shall elect a temporary chairperson to preside at that meeting, so long as the chairperson and
31 vice chairperson both remain absent from the meeting. A quorum shall consist of at least
32 three directors of the board and a majority vote of three members is required to move an
33 item. All directors present at a meeting, including the chairperson, vice chairperson, or any
34 other director presiding at such meeting, shall be entitled to vote on all matters which shall

1 come before the board. No vacancy on the board shall impair the right of a quorum to
2 exercise all the rights and perform all the duties of the authority.

3 (e) Directors shall receive no compensation for their services as directors of the authority
4 but may be reimbursed for their proper and reasonable expenses incurred in the performance
5 of their duties, subject to any limitations imposed by general law upon the reimbursement
6 of public officials and subject to any limitations which may be contained, from time to time,
7 in the bylaws of the authority.

8 **SECTION 5.**

9 Purpose.

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

13 **SECTION 6.**

14 Duty of the authority.

15 It shall be the duty of the authority to promote tourism, conventions, special events, and trade
16 shows within the area and to operate the authority and its facilities in a fiscally responsible
17 manner.

18 **SECTION 7.**

19 Powers.

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

23 (1) Adopt and alter a corporate seal;

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

25 (3) Encourage, solicit, promote, procure, sponsor, cosponsor, and service conventions,
26 trade shows, and special events;

27 (4) Lend financial support through grants, contributions, or otherwise to other
28 governmental entities in furtherance of its corporate purpose;

29 (5) Lend financial support through grants, contributions, or otherwise to private sector for
30 profit and not for profit entities in furtherance of its corporate purpose, specifically
31 provided that the authority determines that the residents of the area shall receive a
32 substantial benefit and provided that it does so by written agreement;

1 (6) Conduct activities to foster better public understanding on the part of individuals and
2 businesses of the importance of tourism and the convention and visitors industry to the
3 economy of the city;

4 (7) Conduct activities to encourage and to assist the cooperation between the businesses
5 and industries servicing tourists, conventions, trade shows, and special events;

6 (8) Engage in fundraising activities in furtherance of its corporate purpose;

7 (9) Acquire by purchase, lease, or otherwise and to hold, lease, and dispose of real and
8 personal property of every kind and character for its corporate purposes;

9 (10) Dispose of personal property in its discretion; to dispose of real property; or to
10 acquire in its own name by purchase, upon terms and conditions and in a manner it may
11 deem proper, real property or rights of easements therein or franchises necessary or
12 convenient for its corporate purposes and to use the same so long as its corporate existence
13 shall continue or to lease or make contracts with respect to the use of the same;

14 (11) Appoint, select, and employ an executive director, officers, agents, and employees
15 and independent consultants including but not limited to engineering, architectural, and
16 construction experts, fiscal agents, auditors, economists, and attorneys and fix their
17 respective compensations; and to delegate to the executive director the authority and
18 responsibility necessary to administer properly the day-to-day business of the authority
19 within policies set by the board and subject to its review. The powers delegated to the
20 executive director may, at the election of the board, include the making of
21 recommendations as to the hiring and termination of other employees and their
22 compensation, the management of the authority's offices and properties, the making of
23 budget recommendations, and the hiring of independent consultants. The board shall
24 ensure that the executive director and any other employees and independent consultants of
25 the authority shall be evaluated on their performance no less than on an annual basis;

26 (12) Appoint an advisory committee and other committees of persons from the public and
27 private sectors without regard to their places of residence;

28 (13) Make contracts of every kind and character; and, without limitation, any and all
29 persons, firms, and corporations and the state and any and all political subdivisions,
30 departments, institutions, or agencies of the state and the city are authorized to enter into
31 contracts, leases, or agreements with the authority upon such terms and for such purposes
32 as they deem advisable; and, without limiting the generality of the above, the authority
33 shall be permitted to enter into the following:

34 (A) Contracts under which the authority purchases administrative and financial
35 management services from the city to be performed by personnel at the city's cost, which
36 shall include the costs of payroll, employee benefits, supplies, and overhead reasonably
37 allocable to the performance of such services; and

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

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

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

(16) Sell, lease, grant, exchange, or otherwise dispose of any personal property or interest therein;

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

(18) Advise and recommend plans to other public and private sector entities for the promotion of tourism, conventions, trade shows, and special events;

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

(20) Receive and disburse public funds appropriated by the city and to receive and disburse funds from private sources and other revenues which may be received from time to time which would assist in the accomplishment of its corporate purpose; and

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

(b) The powers enumerated in each paragraph of subsection (a) of this section are cumulative of and in addition to those powers enumerated in the other paragraphs of subsection (a) of this section and any other powers elsewhere in this Act or which may reasonably be inferred from the provisions of this Act.

SECTION 8.

Bylaws.

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

SECTION 9.

Liability limited.

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

SECTION 10.

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, however, that both the authority and the city shall be bound to each other by contracts, agreements, financial obligations, or indebtedness between themselves.

SECTION 11.

Oversight.

The city commission shall be authorized 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 them such books and records and furnish them with assistance in making such inspections.

SECTION 12.

Dissolution.

Should the authority, for any reason, be dissolved after full payment of all indebtedness previously incurred, both as to principal and interest, title to all property of any kind and nature, real and personal, held by the authority at the time of such dissolution shall be conveyed to the city as may be appropriate; or title to any such property may be conveyed prior to such dissolution in accordance with provisions which may be made therefor in any resolution or trust instrument relating to such property, subject to any liens, leases, or other encumbrances outstanding against or in respect to such property at the time of such conveyance.

1

2

3