

House Bill 1255 (AS PASSED HOUSE AND SENATE)

By: Representatives May of the 111<sup>th</sup> and Walker of the 107<sup>th</sup>

A BILL TO BE ENTITLED  
AN ACT

1 To create the Monroe Area Convention and Visitors Bureau Authority as a body corporate  
2 and politic, a political subdivision of the state, and a public corporation to have the  
3 responsibility and authority to promote tourism, conventions, and trade shows in the City of  
4 Monroe, Georgia; to provide for the creation and organization of the authority; to provide for  
5 the appointment of the members of the authority and their terms of office, compensation, and  
6 qualifications; to provide for meetings; to provide for legislative findings and declaration of  
7 purpose; to provide for general powers; to provide for regulations; to provide for other  
8 matters relative to the foregoing and relative to the general purposes of this Act; to repeal  
9 conflicting laws; and for other purposes.

10 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

11 **SECTION 1.**

12 Short title.

13 This Act shall be known and may be cited as the "Monroe Area Convention and Visitors  
14 Bureau Authority Act."

15 **SECTION 2.**

16 Definitions.

17 As used in this Act, the term:

18 (1) "Area" means the corporate limits of the City of Monroe, Georgia.

19 (2) "Authority" means the Monroe Area Convention and Visitors Bureau Authority.

20 (3) "Board" means the board of members of the Monroe Area Convention and Visitors  
21 Bureau Authority.

22 (4) "City" means the City of Monroe, Georgia.

1 (5) "Special events" means events which, in the judgment of the authority, will promote  
2 tourism in the area initiated or privately contracted by the authority.

### 3 SECTION 3.

4 Creation of authority, status, tax exemption, and sovereign immunity.

5 (a) There is created a public body corporate and politic to be known as the Monroe Area  
6 Convention and Visitors Bureau Authority. The authority shall be deemed to be a political  
7 subdivision of the state and a public corporation and, by that name, title, and style may  
8 contract and be contracted with, sue and be sued, implead and be impleaded, and bring and  
9 defend actions in all courts of law and equity. The authority shall be a convention and  
10 visitors bureau authority created by the General Assembly for a municipality, pursuant to  
11 Title 48 of the O.C.G.A., and is intended to be an agency and instrumentality of the  
12 municipality and a governmental unit for tax purposes; and, as to the municipality, the  
13 authority is intended to be a subordinated entity. The authority shall not be a state  
14 institution nor a department or agency of the state but shall be a creation of the state,  
15 having a distinct corporate identity and being exempt from the provisions of Code Section  
16 50-17-2 of the O.C.G.A., the "Georgia State Financing and Investment Commission Act."

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

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

30 (d) The authority shall have the same immunity and exemption from liability for torts and  
31 negligence as the state, and the officers, agents, and employees of the authority, when in  
32 performance of work of the authority, shall have the same immunity and exemption from  
33 liability for torts and negligence as officers, agents, and employees of the State of Georgia.  
34 The authority may be sued as a private corporation on any contractual obligation of the  
35 authority. Any action to protect or to enforce any rights pursuant to the provisions of this

1 Act or any suit or action against the authority shall be brought in the Superior Court of  
2 Walton County, Georgia, and any action pertaining to the validation of any bonds issued  
3 under the provisions of this Act shall likewise be brought in such court which shall have  
4 exclusive, original jurisdiction of such actions. The property of the authority shall not be  
5 subject to levy and sale under legal process. The records of the authority shall be public  
6 records which are subject to Article 4 of Chapter 18 of Title 50 of the O.C.G.A. Nothing  
7 in this Act shall be construed to abridge or change the powers and duties of other  
8 authorities, departments, boards, and like agencies of the city.

#### 9 SECTION 4.

#### 10 Members and meetings.

11 (a) Each person who is serving as a member of the City of Monroe Downtown  
12 Development Authority shall likewise serve as a member of the authority.

13 (b) Each person who is serving as an officer of the City of Monroe Downtown  
14 Development Authority shall hold the same office with the authority. The vice chairperson  
15 shall preside at meetings in the absence of the chairperson. In the absence of both the  
16 chairperson and vice chairperson, the members present at a meeting shall elect a temporary  
17 chairperson to preside at that meeting so long as the chairperson and vice chairperson both  
18 remain absent from the meeting. A majority of the members shall constitute a quorum.  
19 Official action may be taken by majority vote of those members if a quorum is present and  
20 voting on such matter; provided, however, that the bylaws of the authority may only be  
21 adopted or amended by majority vote of all members. All members present at a meeting,  
22 including the chairperson, vice chairperson, or any other member, shall be entitled to vote  
23 on all matters that come before the meeting, except as otherwise provided in this Act. No  
24 vacancy on the authority shall impair the right of the quorum to exercise all the rights and  
25 perform all the duties of the authority.

26 (c) The board shall consist of eight members, who shall be natural persons at least 18 years  
27 of age. The members of the board shall serve terms of three years. Members shall receive  
28 no compensation for their services as members of the authority, but shall be reimbursed for  
29 their proper and reasonable expenses incurred in the performance of their duties, subject  
30 to any limitations imposed by general law on the reimbursement of public officials and  
31 subject to any limitations which may be contained in the bylaws of the authority.

32 (d) The board shall meet at such times it deems necessary to transact the business coming  
33 before it, but not less than twice a year. Either the chairperson or any two other members,  
34 collectively, may call a special meeting of the board. Meetings of the board shall be open  
35 to the public in accordance with the laws of the State of Georgia. Written minutes of all

1 meetings shall be kept; and, within ten days following every meeting, a copy of the minutes  
 2 shall be furnished to the mayor and council of the city. Meetings shall be conducted in  
 3 accordance with the latest version of *Robert's Rules of Order*.

4 (e) The chairperson shall preside at meetings of the board and shall vote on all matters  
 5 coming before the board. The vice chairperson shall preside at meetings in the absence of  
 6 the chairperson. In the absence of both the chairperson and vice chairperson, the members  
 7 present at a meeting shall elect a temporary chairperson to preside at that meeting, so long  
 8 as the chairperson and vice chairperson both remain absent from the meeting. A quorum  
 9 shall consist of at least five members of the board. All members present at a meeting,  
 10 including the chairperson, vice chairperson, or any other member presiding at such  
 11 meeting, shall be entitled to vote on all matters which shall come before the board. No  
 12 vacancy on the board shall impair the right of a quorum to exercise all the rights and  
 13 perform all the duties of the authority.

14 (f) If the City of Monroe Downtown Development Authority is dissolved or no longer  
 15 exists, then the mayor and council of the city shall appoint the members for the authority.

## 16 SECTION 5.

### 17 Purpose and duties.

18 The purpose of the authority is to promote special events as well as to promote tourism,  
 19 conventions, and trade shows within the area pursuant to Code Section 48-13-51 of the  
 20 O.C.G.A. It shall be the duty of the authority to act in all matters of operation, including the  
 21 management of facilities and special events, in a fiscally responsible manner.

## 22 SECTION 6.

### 23 Powers.

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

27 (1) Adopt and alter a corporate seal;

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

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

32 (4) Provide financial support through grants, contributions, or otherwise to other  
 33 governmental entities in furtherance of its corporate purpose;

1 (5) Provide financial support through grants, contributions, or otherwise to private sector,  
2 for profit and nonprofit entities in furtherance of corporate purpose; provided that the  
3 authority determines that the residents of the area shall receive a substantial benefit  
4 therefrom;

5 (6) Conduct activities to foster a better public understanding among individuals and  
6 businesses of the importance of tourism and the convention industry to the economy of  
7 the city and of the area;

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

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

11 (9) Acquire, by purchase, lease, or otherwise, and hold, lease, and dispose of real and  
12 personal property of every kind and character for its corporate purpose;

13 (10) Acquire, in its own name by purchase, upon such terms and conditions and in such  
14 manner as it may deem proper, franchises or real property or rights of easements therein  
15 to use so long as its corporate existence shall continue, lease or make contracts with  
16 respect to the use of the same, or dispose of in any manner it deems proper;

17 (11) If the authority shall deem it expedient, acquire and construct any facility relating  
18 to tourism, conventions, trade shows, or special events on any lands, the title to which  
19 shall then be held by the State of Georgia; provided that the Governor is authorized to  
20 convey to the authority for and on behalf of the state title to such lands upon payment to  
21 the State of Georgia for the credit of the general fund of the state of the reasonable value  
22 of such lands or upon the receipt of such lawful consideration as may be determined by  
23 the parties to such conveyance;

24 (12) If the authority shall deem it expedient; acquire and construct any facility relating  
25 to tourism, conventions, trade shows, or special events on any lands, the title to which  
26 shall then be held by the city, the county, or any other municipality incorporated in said  
27 county, the governing authority or body of the city, the county, or any of the said  
28 municipalities is authorized to convey title to such lands to the authority upon the receipt  
29 of such lawful consideration as may be determined by the parties to such conveyance or  
30 upon payment for the credit of the general funds of said county or municipalities of the  
31 reasonable value of such lands, such value to be determined by mutual consent of said  
32 county or municipality and the chairperson of the authority;

33 (13) Appoint, select, and employ executive members, officers, agents, and employees  
34 and independent consultants, including, but not limited to, engineering, architectural, and  
35 construction experts, fiscal agents, auditors, economists, and attorneys and fix their  
36 respective compensations. The authority may delegate to such executive members the  
37 authority and responsibility necessary to administer the day-to-day business of the

1 authority within policies set by the board and subject to its review. The powers delegated  
 2 to the executive members may, at the discretion of the board, include the making of  
 3 recommendations as to the hiring and termination of other employees and their  
 4 compensation, the management of the authority's offices and properties, the making of  
 5 budget recommendations, and the hiring of independent consultants;

6 (14) Appoint an advisory committee and other committees of persons from the public  
 7 and private sectors without regard to their places of residence;

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

14 (A) Contracts under which hotel or motel taxes collected by the city are paid to and  
 15 expended by the authority pursuant to by Code Section 48-13-51 of the O.C.G.A.;

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

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

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

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

29 (18) Borrow money for any of its corporate purposes and to execute evidences of such  
 30 indebtedness and to secure the same and to issue and validate revenue bonds pursuant to  
 31 the provisions of Code Section 36-82-60 of the O.C.G.A., et seq., the "Revenue Bond  
 32 Law," to pay the project costs of any one or more facilities relating to tourism,  
 33 conventions, trade shows, or special events payable solely from funds pledged for that  
 34 purpose, and to refund such revenue bonds. Such facilities shall be owned by the  
 35 authority and may be leased in whole or in part under true leases and may be operated by  
 36 others pursuant to one or more management contracts. Revenues of the authority  
 37 including, but not limited to, revenues derived by it from such facilities and revenues

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

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

6 (20) Sue and be sued in contract and in tort and complain and defend in all courts;

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

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

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

14 (24) Do all things necessary or convenient to accomplish its corporate purposes and to  
15 exercise any power permitted by the laws of this 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 any other provisions of this Act.

21 **SECTION 7.**

22 Bylaws.

23 The authority may, by affirmative vote of a majority of all members, adopt and amend  
24 bylaws to govern the authority, its employees, and operation.

25 **SECTION 8.**

26 Budget.

27 The authority shall prepare an annual budget to be submitted to the city and shall file all  
28 appropriate expenditure reports with the city and the state.

**SECTION 9.**

Liability limited.

Neither the members 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 council shall be authorized to inspect at its 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 provide the city council such books and records cooperate fully with 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, the titles 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; or title to any such property may be conveyed prior to such dissolution in accordance with provisions which may be made therefore 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

**SECTION 13.**

2

Repealer.

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