

House Bill 1132

By: Representatives Rogers of the 29<sup>th</sup>, Hawkins of the 27<sup>th</sup>, Dunahoo of the 30<sup>th</sup>, and Barr of the 103<sup>rd</sup>

A BILL TO BE ENTITLED  
AN ACT

To create the Gainesville 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 and authority to promote tourism, conventions, and trade shows in the City of Gainesville, 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 provide for an effective date; 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 "Gainesville Convention and Visitors Bureau Authority Act."

**SECTION 2.**

Definitions.

As used in this Act, the term:

- (1) "Area" means the corporate limits of the City of Gainesville, Georgia.
- (2) "Authority" means the Gainesville Convention and Visitors Bureau Authority.
- (3) "Board" means the board of directors of the Gainesville Convention and Visitors Bureau Authority.
- (4) "City" means the City of Gainesville, Georgia.

(5) "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 public body corporate and politic to be known as the Gainesville 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. The authority shall be a convention and visitors bureau authority created by Act of the General Assembly for a municipality for the purposes of Code Section 48-13-51 of the O.C.G.A. and is intended to be an agency and instrumentality of the municipality and a governmental unit for purposes of Sections 103, 141, and 150 of the federal Internal Revenue Code of 1986, as amended, and, as to the municipality, the authority is intended to be a subordinated entity for the purposes of Section 265(b)(3)(E)(ii) 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 and being exempt from the provisions of Code Section 50-17-2 of the O.C.G.A., the "Georgia State Financing and Investment Commission Act."

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

##### **Directors and meetings.**

(a) The board shall consist of at least seven directors, who shall be natural persons at least 18 years of age. The members of the board shall be appointed by the mayor and council of the city and shall be eligible to succeed themselves for a maximum of three consecutive terms. The members of the board shall serve terms of two years, except for the initial establishment of the board when three of the seven members shall serve terms of three years. Appointments shall be made so that representation on the board shall always include at least the following:

- (1) Hotels and motels, two members;
- (2) Restaurants and food establishments, one member;
- (3) Attractions, two members;
- (4) The director of the Gainesville Parks and Recreation Agency, one member; and
- (5) The city manager of the City of Gainesville, one member.

Members shall receive no compensation for their services as members of the authority, but shall 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 in the bylaws of the authority.

(b) The board shall meet at such times as may be necessary to transact the business coming before it, but not less often than twice yearly. Either the chairperson or any two other directors together may call a special meeting of the board. Meetings of the board shall be open to the public in accordance with the laws of the State of Georgia. Written minutes of all meetings shall be kept; and, within 30 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 the latest version of *Robert's Rules of Order*.

(c) At the first meeting of the board, and thereafter subsequently to yearly new appointments, the directors shall elect a chairperson and a vice chairperson from their voting members. The chairperson shall preside at meetings of the board and shall vote on all matters coming before the board. The vice chairperson shall preside at meetings in the absence of the chairperson. In the absence of both the chairperson and vice chairperson, the directors 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. A quorum shall consist of at least four directors of the board. All directors present at a meeting, including the chairperson, vice chairperson, or any other director presiding at such meeting, shall be entitled to vote on all matters which shall come before the board. No vacancy on the board shall impair the right of a quorum to exercise all the rights and perform all the duties of the authority.

## **SECTION 5.**

### **Purpose.**

The purpose of the authority is to promote special events as well as to promote tourism, conventions, and trade shows within the area in such manner or manners contemplated by paragraph (4) of subsection (a) of Code Section 48-13-51 of the O.C.G.A. or any other applicable paragraph of such Code section.

## **SECTION 6.**

### **Duties.**

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

## **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 special events and promoting tourism, conventions, and trade shows;

- (3) Encourage, solicit, promote, procure, sponsor, cosponsor, and service conventions, trade shows, and special events;
- (4) Lend financial support through grants, contributions, or otherwise to other governmental entities in furtherance of its corporate purpose after unanimous approval by the city council;
- (5) Lend financial support through grants, contributions, or otherwise to private sector, for profit, and nonprofit entities in furtherance of its corporate purpose after unanimous approval by the city council, provided that the authority determines that the residents of the area shall receive a substantial benefit therefrom;
- (6) Conduct activities to foster a better public understanding on the part of individuals and businesses of the importance of tourism and the convention and visitors industry to the economy of the city and of the area;
- (7) Conduct activities to encourage and to assist the cooperation between the businesses and industries servicing tourists, conventions, trade shows, and special events;
- (8) Engage in fundraising activities in furtherance of its corporate purpose;
- (9) Appoint an advisory committee and other committees of persons from the public and private sectors without regard to their places of residence;
- (10) Make contracts of every kind and character with, and without limitation, any and all persons, firms, and corporations and the state and any and all political subdivisions, departments, institutions, or agencies of the state are authorized to enter into contracts, leases, or agreements with the authority upon such terms and for such purposes as they deem advisable; and, without limiting the generality of the above, the authority and the city shall be permitted to enter into the following:
- (A) Contracts under which hotel-motel taxes collected by the city are paid to and expended by the authority as contemplated by paragraph (4) of subsection (a) of Code Section 48-13-51 of the O.C.G.A. or any other applicable provision under such law;
- (B) Contracts under which the authority purchases administrative and financial management services from the city to be performed by personnel at the city's cost, which shall include the costs of payroll, employee benefits, supplies, and overhead reasonably allocable to the performance of such services; and
- (C) Lease contracts relating to leases of real property, personal property, or both real and personal property;
- (11) Accept 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;
- (12) Accept 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;

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

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

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

(16) Receive and disburse public funds appropriated by the city, including, but not limited to, revenues derived from hotel-motel taxes collected by the city; and 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

(17) 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 other paragraphs of subsection (a) of this section and any other powers elsewhere in this Act or which may be reasonably inferred from the provisions of this Act.

#### **SECTION 8.**

##### **Bylaws.**

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

#### **SECTION 9.**

##### **Budget.**

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

#### **SECTION 10.**

##### **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 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, however, 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 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 give it such books and records and furnish it with assistance in making such inspections.

**SECTION 13.**

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; 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.

**SECTION 14.**

Effective date.

This Act shall become effective upon its approval by the Governor or upon its becoming law without such approval.

218

**SECTION 15.**

219

Repealer.

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