

House Bill 1127

By: Representative Morris of the 156th

A BILL TO BE ENTITLED
AN ACT

1 To create the City of Vidalia Convention and Visitor's Bureau Authority as a public body
2 corporate and politic, a political subdivision of the state, and a public corporation, to have
3 the responsibility and authority to promote tourism, trade, and conventions in the City of
4 Vidalia, Georgia; to provide for creation and organization of the authority; to provide for a
5 purpose; to provide for powers, duties, and authority; to provide for a board of directors,
6 membership, terms of office, and removal from office; to provide for an executive director
7 and his or her duties and powers; to provide for meetings; to limit liability; to provide for a
8 budget and finances; to provide for oversight; to provide that the city not be bound; to
9 provide definitions; to provide a short title; to provide for related matters; to repeal
10 conflicting laws; and for other purposes.

11 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

12 style="text-align:center">**SECTION 1.**

13 style="text-align:center">Short title.

14 This Act shall be known and may be cited as "The City of Vidalia Convention and Visitor's
15 Bureau Authority Act."

16 style="text-align:center">**SECTION 2.**

17 style="text-align:center">Definitions and references.

18 As used in this Act, the term:

19 (1) "Authority" means the City of Vidalia Convention and Visitor's Bureau Authority.

20 (2) "Board" means the board of directors of the authority.

21 (3) "City council" means the city council of the City of Vidalia.

22 (4) "Director" means a member of the board of directors of the authority.

23 (5) "Mayor" means the mayor of the City of Vidalia.

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SECTION 3.

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

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(a) There is created a body public and politic to be known as the City of Vidalia Convention and Visitor's 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 visitor's bureau authority created by an Act of the General Assembly to serve certain purposes described in O.C.G.A. Section 48-13-51. The authority is intended to be an agency and instrumentality of the city and a governmental unit. The authority shall not be a state institution nor department or agency of the state but shall be a creation of the state.

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

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(c) The exercise of the powers conferred upon the authority in this Act shall constitute an essential government 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.

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(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 exemptions 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 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 Toombs County, which shall have exclusive, original jurisdiction of such actions. The property of the authority shall not be subject to levy or sale under legal process. The records of the authority shall be public records which are subject to O.C.G.A. Section 50-18-70, et seq. 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.

59 **SECTION 4.**

60 Purpose.

61 The duties and purposes of the authority shall be to:

- 62 (1) Promote tourism, trade, and conventions for the City of Vidalia;
- 63 (2) Study, investigate, and develop plans for improving tourism in the City of Vidalia
64 and doing such things as tend to bring visitors and conventions into the city;
- 65 (3) Advise and recommend plans to the city council and departments of the city for the
66 development of tourism in the city; and
- 67 (4) Otherwise promote public interest in the general improvement of tourism in the City
68 of Vidalia.

69 **SECTION 5.**

70 Powers.

71 (a) The authority shall have all powers necessary or convenient to carry out and effectuate
72 the purpose and provisions of this Act, including, but without limiting the generality of the
73 foregoing, the power:

- 74 (1) To sue and be sued in contract or tort and to file complaints and defend in all courts;
- 75 (2) To adopt and alter a corporate seal;
- 76 (3) To acquire in its own name real property or rights and easements therein and
77 franchises and personal property necessary or convenient for its corporate purposes by
78 purchase on such terms and conditions and in such manner as it may deem proper, or by
79 gift, grant, lease, or otherwise; to insure the same against any and all risks as such
80 insurance may, from time to time, be available, and to use such property, rent or lease the
81 same to or from others, make contracts with respect to the use thereof, or sell, lease, or
82 otherwise dispose of any such property in any manner it deems to the best advantage of
83 the authority and the purpose thereof. Title to any such property of the authority shall be
84 held by the authority exclusively for the benefit of the public;
- 85 (4) To exercise any one or more of the powers, rights, and privileges conferred by this
86 Act either alone or jointly or in common with one or more other parties, whether public
87 or private. In any such exercise of such powers, rights, and privileges jointly or in
88 common with respect to the construction, operation, and maintenance of projects, the
89 authority may own an undivided interest in such projects with any other parties, whether
90 public or private. The authority may enter into agreements with respect to any project
91 with the other parties participating therein, and any such agreement may contain such

- 92 terms, conditions, and provisions consistent with this Act as the parties thereto may deem
93 to be in their best interest;
- 94 (5) To make and exercise contracts, agreements, and other instruments necessary or
95 convenient to exercise the powers of the authority or to further the public purpose for
96 which the authority is created;
- 97 (6) To borrow money to further or carry out its public purpose and to execute notes,
98 other obligations, leases, loan agreements, mortgages, deeds to secure debt, trust deeds,
99 security agreements, assignments, and such other agreements or instruments as may be
100 necessary or desirable in the judgment of the authority to evidence and to provide security
101 for such borrowing;
- 102 (7) To make application directly or indirectly to any federal, state, county, or municipal
103 government or agency or to any other source, whether public or private, for loans, grants,
104 guarantees, or other financial assistance in furtherance of the authority's public purposes
105 and to accept and use the same upon such terms and conditions as are prescribed by such
106 federal, state, county, or municipal government or agency or other source;
- 107 (8) To enter into agreements with the federal government, state government, or any
108 agency thereof to use the facilities or services of the federal government, state
109 government, or any agency thereof in order to further or carry out the public purposes of
110 the authority;
- 111 (9) Subject to proper appropriation to the authority, to receive and use the proceeds of
112 any tax, including but not limited to a hotel-motel tax, levied by the city or any other
113 political subdivision or taxing district of the state;
- 114 (10) To accept donations and appropriations of money, services, products, property, and
115 facilities for expenditure and use by the authority for the accomplishment of its purpose;
- 116 (11) To adopt bylaws governing the conduct of business by the authority, the election
117 and duties of officers of the authority, and other matters which the authority determines
118 to include in its bylaws;
- 119 (12) To invest any accumulation of its funds in any manner that public funds of the state
120 or its political subdivisions may be invested; and
- 121 (13) To do any and all things necessary or proper for the accomplishment of the
122 objectives of this Act and to exercise any power usually possessed by private
123 corporations performing similar functions that is not in conflict with the public purpose
124 of the authority or the Constitution and laws of this state.
- 125 (b) The powers enumerated in each paragraph of subsection (a) of this section are
126 cumulative of and in addition to those powers enumerated in other paragraphs of
127 subsection (a) of this section and elsewhere in this Act and no such power limits or restricts
128 any other power of the authority.

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SECTION 6.

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Board of directors.

131 (a) The property and business of the authority and the direction and execution of its activities
132 shall be vested in and managed by the board of directors. The board shall have full control
133 for setting policies, day-to-day operations, and approving annual budgets.

134 (b) The board shall consist of seven directors appointed by the city council. One member
135 shall be the city manager, one member shall be the finance director, and the remaining
136 members shall be appointed according to the criteria to be established by the city council.
137 All members shall be at least 21 years of age and residents of the City of Vidalia or owners
138 or employees of businesses within the City of Vidalia. The city council may establish other
139 criteria by ordinance.

140 (c) The initial appointees to the board shall serve for staggered terms; the city council shall
141 designate two of its initial appointees to serve a term of two years, two to serve a term of
142 three years, and one to serve a term of four years. All subsequent terms shall last for four
143 years. After having served an initial four-year term, a director may succeed himself or
144 herself for one additional four-year term of appointment and thereafter shall be ineligible for
145 reappointment for a period of at least one year. Terms shall expire on December 31 of the
146 year in which the term is scheduled to end, and the appointment for the succeeding term shall
147 be effective January 1 of the year in which the term is scheduled to begin. Any director may
148 resign at any time by filing a written notice of resignation with the city clerk. Directors shall
149 serve at the pleasure of the mayor and city council and may be removed, with or without
150 cause, by a two-thirds' vote of the mayor and entire city council with the mayor having the
151 right to vote on the question of such removal.

152 (d) At the first meeting of the board, the directors shall elect, from among the directors, a
153 chairperson, a vice chairperson, and a secretary as officers. Officers shall be elected on a
154 calendar year basis and may be re-elected for succeeding terms. The chairperson shall
155 preside at meetings of the board. The vice chairperson shall preside at meetings in the
156 absence of the chairperson. In the absence of both the chairperson and vice chairperson, the
157 members present at a meeting shall elect a temporary chairperson to preside at that meeting
158 so long as the chairperson and vice chairperson both remain absent from the meeting. Four
159 directors shall constitute a quorum. Official action may be taken by majority vote of those
160 directors voting on a matter if a quorum is present and voting on such matter, except that the
161 bylaws of the board may only be initially adopted or subsequently amended by majority vote
162 of all members. All directors present at a meeting shall be entitled to vote on all matters that
163 come before the meeting except as otherwise provided in this Act. No vacancy on the board

164 shall impair the right of the quorum to exercise all the rights and perform all the duties of the
165 board.

166 (e) Members shall receive no compensation for their services as directors of the authority
167 but may be reimbursed for proper and reasonable expenses incurred in the performance of
168 their duties for the authority and as directors.

169 **SECTION 7.**

170 Executive director.

171 The city council shall hire an executive director, to whom in turn shall be delegated the
172 authority and responsibility necessary to administer properly the business of the board, in
173 conformance with policies set by the board and subject to the board's review. The executive
174 director shall have full charge of the offices and employees of the authority, including
175 authority to hire and terminate employees. The city council shall have the authority to
176 establish salaries and compensation for the executive director. The board shall reimburse the
177 City of Vidalia for all expenses of the Vidalia tourism director, who is an employee of the
178 City of Vidalia and assigned to work for the board.

179 **SECTION 8.**

180 Meetings of the board of directors.

181 The board shall meet at such times as necessary to transact the business coming before it, and
182 shall have an organizational meeting annually in January and shall have monthly meetings
183 throughout the remainder of each year. Meetings of the board shall be open to the public in
184 accordance with the laws of this state. Written minutes of all meetings shall be kept and a
185 copy thereof furnished to the mayor and city council. Meetings shall be conducted in
186 accordance with *Robert's Rules of Order*.

187 **SECTION 9.**

188 Liability limited.

189 Neither the directors nor any person executing notes or obligations on behalf of the authority
190 shall be personally liable thereon by reason of said execution.

191 **SECTION 10.**

192 Budget and finances.

193 The board shall prepare and submit an annual budget to the mayor and city council seeking
 194 appropriations to the authority by the city council. Such appropriations shall be funded from
 195 the revenue received from the city's hotel-motel tax. The authority shall comply with all
 196 provisions related to the expenditure of hotel-motel tax revenue. As of January 1, 2016, said
 197 provisions are contained in Article 3 of Chapter 13 of Title 48 of the O.C.G.A. The authority
 198 shall also abide by any other spending restrictions or criteria set forth by the mayor and city
 199 council.

200 **SECTION 11.**

201 Oversight.

202 The mayor and city council shall be authorized to, by and through a committee or by any
 203 person they select, inspect the books, accounts, and property of the authority. The authority
 204 shall furnish reasonable facility and assistance to aid such inspections.

205 **SECTION 12.**

206 City not bound.

207 The authority shall not have the power or authority to bind the city either by contract,
 208 agreement, financial obligations, indebtedness, or otherwise. No such contract, agreement,
 209 financial obligation, or indebtedness incurred by the authority shall ever provide a claim or
 210 charge against the city.

211 **SECTION 13.**

212 Repealer.

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