

House Bill 479 (AS PASSED HOUSE AND SENATE)

By: Representatives Dickey of the 140th and Peake of the 141st

A BILL TO BE ENTITLED
AN ACT

1 To create the City of Forsyth Convention and Visitors 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 Forsyth, 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 SECTION 1.

13 Short title.

14 This Act shall be known and may be cited as "The City of Forsyth Convention and Visitors
15 Bureau Authority Act."

16 SECTION 2.

17 Definitions and references.

18 As used in this Act, the term:

- 19 (1) "Authority" means the City of Forsyth Convention and Visitors 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 Forsyth.
- 22 (4) "Director" means a member of the board of directors of the authority.
- 23 (5) "Mayor" means the mayor of the City of Forsyth.

24

SECTION 3.

25

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

26 (a) There is created a body public and politic to be known as the City of Forsyth Convention
27 and Visitors Bureau Authority. The authority shall be deemed to be a political subdivision
28 of the state and a public corporation and by that name may contract and be contracted with,
29 sue and be sued, implead and be impleaded, and bring and defend actions. The authority shall
30 be a convention and visitors bureau authority created by an Act of the General Assembly to
31 serve certain purposes described in O.C.G.A. Section 48-13-51. The authority is intended
32 to be an agency and instrumentality of the city and a governmental unit. The authority shall
33 not be a state institution nor department or agency of the state but shall be a creation of the
34 state.

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

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

47 (d) The authority shall have the same immunity and exemption from liability for torts and
48 negligence as the state, and the officers, agents, and employees of the authority, when in
49 performance of work of the authority, shall have the same immunity and exemptions from
50 liability for torts and negligence as officers, agents, and employees of the State of Georgia.
51 The authority may be sued the same as private corporations on any contractual obligation of
52 the authority. Any action to protect or enforce any rights pursuant to the provisions of this
53 Act or any suit or action against the authority shall be brought in the Superior Court of
54 Monroe County, which shall have exclusive, original jurisdiction of such actions. The
55 property of the authority shall not be subject to levy or sale under legal process. The records
56 of the authority shall be public records which are subject to O.C.G.A. Section 50-18-70, et
57 seq. Nothing in this Act shall be construed to abridge or change the powers and duties of
58 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 Forsyth;
- 63 (2) Study, investigate, and develop plans for improving tourism in the City of Forsyth
- 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 Forsyth.

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 which 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.

129

SECTION 6.

130

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 nine directors, who shall be natural persons at least 21 years
135 of age and who shall be residents of the city, or owners or employees of a business within
136 the city. The city council shall appoint eight directors to the board by majority-vote; two of
137 such directors shall be selected from the hotel-motel sector, two directors shall be selected
138 from the restaurant sector, two directors shall be selected from the retail sector, and two
139 directors shall be selected as members-at-large. The mayor shall appoint the ninth director
140 who shall be an incumbent member of the city council and whose appointment shall be
141 approved by a majority-vote of the city council. An appointee may also be a member of
142 other boards and authorities of the city; however, no other city council member shall be
143 appointed as a director except for the director appointed by the mayor.

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

154 (d) At the first meeting of the board, the directors shall elect, from among the directors, a
155 chairperson, a vice-chairperson, and a secretary-treasurer as officers. Officers shall be
156 elected on a calendar year basis and may be re-elected for succeeding terms. The chairperson
157 shall preside at meetings of the board. The vice-chairperson shall preside at meetings in the
158 absence of the chairperson. In the absence of both the chairperson and vice-chairperson, the
159 members present at a meeting shall elect a temporary chairperson to preside at that meeting
160 so long as the chairperson and vice-chairperson both remain absent from the meeting. Four
161 directors shall constitute a quorum. Official action may be taken by majority vote of those
162 directors voting on a matter if a quorum is present and voting on such matter, except that the
163 bylaws of the board may only be initially adopted or subsequently amended by majority vote
164 of all members. All directors present at a meeting shall be entitled to vote on all matters that

165 come before the meeting except as otherwise provided in this Act. No vacancy on the board
166 shall impair the right of the quorum to exercise all the rights and perform all the duties of the
167 board.

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

171 **SECTION 7.**

172 Executive director.

173 The board shall have the power to employ an executive director as may be necessary to the
174 operation of the board's activities, to whom in turn shall be delegated the authority and
175 responsibility necessary to administer properly the business of the board, within polices set
176 by the board and subject to the board's review. The executive director shall have full charge
177 of the offices and the employees of the authority, including authority to hire and terminate
178 employees. The board shall have the authority to establish salaries and compensation for
179 said executive director and all of its employees.

180 **SECTION 8.**

181 Meetings of the board of directors.

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

188 **SECTION 9.**

189 Liability limited.

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

192 **SECTION 10.**

193 Budget and finances.

194 The board shall prepare and submit an annual budget to the mayor and city council seeking
195 appropriations to the authority by the city council. Such appropriations shall be funded from
196 the revenue received from the city's hotel-motel tax. The authority shall comply with all
197 provisions related to the expenditure of hotel-motel tax revenue. As of January 1, 2015, said
198 provisions are contained in Article 3 of Chapter 13 of Title 48 of the O.C.G.A. The authority
199 shall also abide by any other spending restrictions or criteria set forth by the mayor and city
200 council.

201 **SECTION 11.**

202 Oversight.

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

206 **SECTION 12.**

207 City not bound.

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

212 **SECTION 13.**

213 Repealer.

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