

ORDINANCE NO. ____

**AN ORDINANCE ESTABLISHING A JOINT BOARD OF TOURISM
FOR THE CITIES OF JESUP, ODUM AND SCREVEN AND WAYNE COUNTY,
GEORGIA**

WHEREAS the Board of Commissioners of Wayne County desires to promote tourism in Wayne County and the municipalities located therein;

WHEREAS the Board of Commissioners of the City of Jesup desires to promote tourism in Wayne County and the municipalities located therein, including within the City of Jesup itself;

WHEREAS the Board of Commissioners of Wayne County and the Board of Commissioners of the City of Jesup desire to form a new Joint Board of Tourism for the Cities of Jesup, Odum and Screven and Wayne County for the purposes of promoting tourism in Wayne County and the municipalities located therein; and

WHEREAS both the Board of Commissioners of Wayne County and the Board of Commissioners of the City of Jesup desire that the Cities of Odum and Screven also participate in the said proposed new Joint Board of Tourism for the Cities of Jesup, Odum and Screven and Wayne County.

BE IT HEREBY ORDAINED:

Section 1. - Short title.

This Act will be known and may be cited as the "Joint Board of Tourism for the Cities of Jesup, Odum and Screven and Wayne County Act."

Section 2. - Definitions and references.

As used in this Act, the term:

- (a) *Cities* means the Cities of Jesup, Odum and Screven, which are bodies public and politic in Wayne County, Georgia.
- (b) *Conventions* means that term as defined in Ga. Code Ann. § 48-13-50, et. seq.
- (c) *County* means Wayne County, Georgia.
- (d) *Joint Board* means the new Joint Board of Tourism for the Cities of Jesup, Screven, and Odum and Wayne County that is created hereunder.
- (e) *Special events* means events which, in the judgment of the Joint Board, will promote tourism in the Cities of Jesup, Odum and Screven and Wayne County, Georgia.

(f) *Tourism* means that term as defined in Ga. Code Ann. § 48-13-50, et. seq.

(g) *Trade show* means that term as defined in Ga. Code Ann. § 48-13-50, et. seq.

Section 3. - Creation of Joint Board; status, tax exemption, and sovereign immunity.

(a) There is hereby created a new body public and politic to be known as the Joint Board of Tourism for the Cities of Jesup, Odum and Screven and Wayne County (hereinafter in this Ordinance also referred to as the "Joint Board"). The Joint Board is intended to be an agency and instrumentality of the City of Jesup and Wayne County and a governmental unit for purposes of Sections 103, 141 and 150 of the Internal Revenue Code of 1986, as amended, and, is intended to be a subordinated entity to the City of Jesup and Wayne County to the extent necessary under Section 265(b)(3)(E)(ii) of the Internal Revenue Code of 1986, as amended.

(b) The Joint Board shall have its principal office in the geographical limits of the City of Jesup, as amended from time to time, and its legal situs or domiciliary for the purposes of this Act shall be the said geographical limits of the City of Jesup.

(c) The exercise of the powers conferred upon the Joint Board in this Act shall constitute essential governmental functions for public purposes. The properties of the Joint Board, both real and personal, and the income of the Joint Board are declared to be public properties and income used for the benefit and welfare of the people of the Cities of Jesup, Odum and Screven and Wayne County, and not for the purpose of private or corporate benefit, and such properties, to the extent of the Joint Board's ownership thereof or other interest therein, and all income and obligations of the Joint Board shall be exempt from all taxes and special assessments of the State of Georgia or any city, county, or other political subdivision thereof. The Joint Board shall have all of the exemptions and exclusions from taxes as are now granted to cities and counties in the State of Georgia for the operation of properties or facilities similar to the properties and facilities to be owned or operated, or both, by the Joint Board.

(d) Any action to protect or enforce any rights under the provisions of this Act or any suit or action against the Joint Board shall be brought in the Superior Court of Wayne County, Georgia.

(e) The property of the Joint Board shall not be subject to levy and sale under legal process.

(f) The records of the Joint Board shall be public records which are subject to Ga. Code Ann. § 50-18-70 et seq.

(g) Nothing in this Act shall be construed to abridge or change the powers and duties of other authorities, departments, boards, and like agencies of Wayne County, Georgia or the Cities of Jesup, Odum or Screven.

Section 4. - Members and meetings.

(a) The Joint Board shall consist of eight (8) appointed members, who shall serve terms of four (4) years.

(i) Three (3) members shall be appointed by the Board of Commissioners of Wayne County, Georgia.

(ii) Three (3) members shall be appointed by the Board of Commissioners of the City of Jesup, Georgia.

(iii) One (1) member shall be appointed by the Board of Commissioners of the City of Odum, which such member shall be a resident of the City of Odum.

(iv) One (1) member shall be appointed by the Board of Commissioners of the City of Screven, which such member shall be a resident of the City of Screven.

(v) The City Manager of the City of Jesup and the County Administrator of Wayne County, Georgia shall be ex-officio, non-voting members of the Joint Board.

(b) The initial term of the members of the Joint Board shall end on December 31, 2016.

(c) Appointments for succeeding terms shall be made in January of the calendar year following expiration of terms with said appointments before effective thereupon.

(d) Any member may resign at any time by filing a written notice of resignation with the Joint Board.

(e) The Joint Board shall meet at such times as may be necessary to transact the business coming before it. Meetings shall be conducted in accordance with Robert's Rules of Order.

(f) At the first meeting of the Joint Board, the members shall elect a chairperson, a vice-chairperson, and a secretary-treasurer from its membership. Thereafter, commencing in the year 2014, at the first meeting of the Joint Board and each calendar year thereafter, the members shall elect a chairperson, a vice-chairperson, and a secretary-treasurer from its membership for that calendar year. The chairperson shall preside at meetings of the Joint 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 members 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.

(g) The Joint Board shall have the right to elect or hire the chief executive officer or program coordinator of the Joint Board, to set the salary or wages of such person, to pay a salary or wages to such person, and to otherwise set the terms and conditions of the employment of such person.

(h) Four (4) members shall constitute a quorum. Official action may be taken by majority vote of those members voting on a matter if a quorum is present and voting on such matter, except that the bylaws of the Joint Board may only be initially adopted or subsequently amended by majority vote of all members. All members present at a meeting, including the chairperson, vice-chairperson or any other member presiding at such meeting, shall be entitled to vote on all matters that come before the meeting. No vacancy on the Joint Board shall impair the right of the quorum to exercise all the rights and perform all the duties of the Joint Board.

(i) Members shall receive no compensation for their services as members of the Joint Board, but may be reimbursed for their proper and reasonable expenses incurred in the performance of their duties, subject to any limitations imposed by general law of the State of Georgia on the reimbursement of public officials and subject to any limitations which may be contained from time to time in the bylaws of the Joint Board.

Section 5. - Purpose.

The purpose of the Joint Board is to plan, coordinate, and administer an effective tourism program for Wayne County and the Cities of Jesup, Odum and Screven in such manner as the Joint Board shall determine to be appropriate. All proceeds of the hotel-motel tax excise tax collected by the Cities of Jesup, Odum and Screven and Wayne County, which are provided to the Joint Board, shall be expended in compliance with the applicable provisions of State law, inclusive of Ga. Code Ann. § 48-13-51, as amended.

Section 6. - Powers.

(a) The Joint Board 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 tourism, conventions, trade shows, and special events.
- (3) Encourage, solicit, promote, procure, sponsor, co-sponsor, and service conventions, trade shows and special events.
- (4) Conduct activities to foster 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 Wayne County and the Cities of Jesup, Odum and Screven.
- (5) Conduct activities to encourage and assist the cooperation between the businesses and industries servicing tourists, conventions, and special events.
- (6) Engage in fundraising activities in furtherance of its corporate purpose.

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

(8) Acquire in its own name by purchase, on such terms and conditions and in such manner as it may deem proper, real property or rights of easements therein or franchises necessary or convenient for its corporate purpose, to use the same so long as its corporate existence shall continue, to lease or make contracts with respect to the use of the same, or to dispose of the same in any manner it deems to the best advantage of the Joint Board.

(9) Appoint, select, and employ a chief executive officer, program director, officers, agents, and employees, and independent consultants including but not limited to engineering, architectural, and construction experts, fiscal agents, economists, and attorneys and fix their respective compensations; and to delegate to the chief executive officer the authority and responsibility necessary to administer properly the day-to-day business of the Joint Board within policies set by the Joint Board and subject to its review. The powers delegated to the chief executive officer may, at the election of the Joint Board, include the making of recommendations as to the hiring and termination of other employees and their compensation, the management of the Joint Board's offices and properties, the making of budget recommendations, and the hiring of independent consultants.

(10) Appoint an advisory committee and other committees of persons from the public and private sectors without regard to their place of residence.

(11) To make contracts of every kind and character, and, without limitation, and, without limiting the generality of the above, the Joint Board shall be permitted to enter into the following:

(i) Contracts under which hotel-motel taxes collected by the Cities of Jesup, Odum and Screven and Wayne County are paid to and expended by the Joint Board as contemplated by Ga. Code Ann. § 48-13-51(b).

(ii) Contracts under which the Joint Board purchases administrative and financial management services from the Cities of Jesup, Odum and Screven and Wayne County to be performed by personnel at the cost of such governmental entity, which shall include the costs of payroll, employee benefits, supplies, and overhead reasonably allocable to the performance of such services.

(iii) Lease contracts relating to leases of real property, personal property, or both real and personal property.

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

(13) 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.

(14) Sell, lease, grant, exchange, or otherwise dispose of any property, both real and personal, or interest therein.

(15) Sue and be sued in contract and in tort and to complain and defend in all courts.

(16) Advise and recommend plans to other public and private sector entities for the promotion of tourism, conventions, and trade shows.

(17) Conduct studies and develop plans for improving tourism in Wayne County and the Cities of Jesup, Odum and Screven.

(18) Receive and disburse public funds appropriated by Wayne County and the Cities of Jesup, Odum and Screven, including but not limited to revenues derived from the hotel-motel excise tax collected by them; 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.

(19) Do all things necessary or convenient to accomplish its corporate purpose and to exercise any power permitted by the laws of the State to be exercised by private corporations which will further the Joint Board'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. This Act shall be liberally construed to effect the described purposes, and in interpreting this Act, the courts are not to apply "Dillon's Rule."

Section 7. - Finances.

The Joint Board shall submit quarterly financial statements to the Board of Commissioners of Wayne County and the Board of Commissioners of the City of Jesup.

Section 8. - Bylaws.

The Joint Board may, by affirmative vote of a majority of all members, adopt bylaws to govern the Joint Board, its employees, and operation and may by affirmative vote of all members repeal, replace, or amend such bylaws.

Section 9. - Liability limited.

Neither the members of the Joint Board nor any person executing bonds, notes, leases, or other agreements or obligations on behalf of the Joint Board shall be personally liable thereon by

reason of such execution.

Section 10. - Cities and Wayne County not bound.

The Joint Board shall have no power or authority to bind Wayne County or the Cities of Jesup, Odum and Screven by any contract, agreement, financial obligation, indebtedness, or otherwise; and no contract, agreement, financial obligation, or indebtedness incurred by the Joint Board shall ever be a claim or charge against the Wayne County or the Cities of Jesup, Odum and Screven, provided that both the Joint Board and Wayne County or the Cities of Jesup, Odum and Screven shall be bound to each other by contracts, agreements, financial obligations or indebtedness between themselves.

Section 11. - Dissolution.

Should the Joint Board for any reason be dissolved, title to all property of any kind and nature, real and personal, held by the Joint Board at the time of such dissolution shall be conveyed to the Wayne County, Georgia and the City of Jesup jointly; 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 12. - Repealer.

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

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So Ordained this 5th day of February, 2013

Brian E. Pepper

Kathy C. Rogers

Dave Titus

John A. Flaves

Attest: Karen Haward