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ATTORNEY FOR RESPONDENT

**BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION**

DONALD SORRELLS,	)	<b>Case No.</b> GNR-U-22-03
	)	
Complainant,	)	
	)	
v.	)	<b>SUNNYSIDE PARK UTILITIES'</b>
	)	<b>EVIDENTIARY SUBMISSION</b>
	)	
SUNNYSIDE PARK UTILITIES,	)	
INC.,	)	
	)	
Respondent.	)	
_____	)	

COMES NOW the Respondent, by its counsel of record, Paul L. Fuller, and submits the following evidentiary documents pursuant to IPUC Order No. 35681, in support of Sunnyside Park Utilities' claim of exemption from Commission Jurisdiction:

Exhibit 'A': Bylaws of Sunnyside Park Utilities, Inc., as amended March 16, 2023.

Pursuant to Order No. 35681, Sunnyside Park Utilities worked with Commission Staff regarding the submission of the above-identified evidentiary documents.

DATED this 17th day of March, 2023.

/s/ Paul L. Fuller  
Paul L. Fuller  
Attorney for Sunnyside Park Utilities, Inc.

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that I served a true and correct copy of the following described pleading or document on the persons listed below on this 17th day of March, 2023:

Document Served: SUNNYSIDE PARK UTILITIES'  
EVIDENTIARY SUBMISSION

Persons Served:

Paul B. Rippel  
Austin O. Allen  
HOPKINS RODEN CROCKETT  
HANSEN & HOOPES, PLLC  
428 Park Ave.  
Idaho Falls, ID 83402  
paulrippel@hopkinsroden.com  
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Via Email

/s/ Paul L. Fuller  
Paul L. Fuller  
FULLER & BECK LAW OFFICES, PLLC

# EXHIBIT A

BYLAWS  
OF  
SUNNYSIDE PARK UTILITIES, INC.  
(A NON-PROFIT CORPORATION)  
AS AMENDED MARCH 15, 2023

ARTICLE 1.  
Purposes

Section 1. The purpose of the Corporation is to provide water and sewer services to its customers, and to operate at cost and not for profit.

ARTICLE 2.  
Board of Directors

Section 1. Membership and Election. The Board of Directors shall be composed of not fewer than three (3) nor more than fifteen (15) individuals. The Board and the Board Chair shall be elected at the annual meeting upon the closing of the term of office of the respective Board Member by the existing Board of Directors; provided, however, that the President of the Corporation shall automatically hold a seat on the Board by virtue of his/her office. A Board member may vote for himself/herself. The exact number of members shall be set by the Board of Directors. Upon conclusion of the term of office, each Board Member shall continue to serve until their replacement has been duly elected or the Board determines that such Board position is no longer needed.

Section 1.1 Director Qualifications. For every three (3) directors on the Board, at least one (1) director shall be a customer of the Corporation. For purposes of this provision, the term "customer" may include any non-entity customer and any member, manager, owner, director or officer of any entity customer. Such customer director(s) shall be elected the same as other Board Members.

Section 2. Duties. The business and affairs of this Corporation and the general policies to be followed by the Corporation shall be the responsibility of the Board of Directors.

Section 3. Term of Office. The members of the Board of Directors shall be elected at the first annual meeting and shall hold office for a term of three years.

Section 4. Meetings.

- 4.1 The annual meeting of the Board of Directors will be held at a time and place selected by the Board of Directors.
- 4.2 One or more regular meetings shall be held during the year as set by the Board of Directors.

- 4.3 Special meetings shall be held at the call of the Chair, the President or by a written request of more than 50% of the members of the Board of Directors.
- 4.4 Action by Directors without a Meeting: Any action taken at a meeting of the Directors of the Corporation may be taken without a meeting if consent in writing setting forth the actions to be taken is signed by all the Directors, and filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors or a committee thereof at a duly called and convened meeting thereof. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies an effective date.
- 4.5 Participation of Directors by Means of Communications Equipment: Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone, zoom meeting or similar communication equipment, by means of which all persons participating in the meeting can hear each other, is used.

Section 5. Notices.

- 5.1 Written Notices of any annual meeting shall be provided to all members of the Board of Directors at least seven (7) days prior to such meeting, at their address as listed on the books of the Board of Directors.
- 5.2 Written Notices of any regular meeting or special meeting shall be provided to all members of the Board of Directors at least three (3) days prior to such meeting, at their address as listed on the books of the Board of Directors.
- 5.3 Notice may be made by facsimile, electronic mail or U.S. Mail. The date of the notice shall be the date sent if via facsimile or electronic mail, or the third day following deposit in the U.S. Mail with adequate postage.

Section 6. Quorum. A majority of the Board of Directors then serving shall constitute quorum of the Board of Directors. Should the number of members be three, then all members of the Board of Directors shall constitute a quorum.

Section 7. Vacancies. Vacancies on the Board of Directors shall be filled by the remaining members of the Board of Directors.

Section 8. Resignation. Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon its acceptance by the Board of Directors.

Section 9. Removal. The other members, by a majority vote of such other members at any meeting of the Board of Directors at which a quorum is present, may remove from office a member of the Board of Directors, with or without cause, whenever it is deemed in the best interests of the Corporation.

Section 10. Voting. Every member of the Board of Directors in good standing shall have the right and be entitled to one vote upon every proposal properly submitted to vote at any meeting of the Board of Directors.

Section 11. Compensation. Members of the Board of Directors shall not receive any stated salaries for their services, but the Board of Directors may, in its discretion, allow a fixed sum and expenses for attendance at any Board of Directors meeting. Nothing contained herein shall preclude any member of the Board of Directors from serving the Corporation in any other capacity and receiving compensation therefor. Provided that any fixed sum, expense, and/or compensation provided herein shall not exceed a commercially reasonable rate.

Section 12. No Loans to Directors or Officers. This Corporation will not loan money to any of its Directors or Officers.

### ARTICLE 3.

#### Officers

Section 1. Officers. The officers of the Corporation shall consist of a President, a Vice President, a Treasurer and a Secretary, and such other officers as the Board of Directors may from time to time deem necessary. A person may hold more than one office.

Section 2. President. The President shall have all general powers and duties which are generally vested in the office of the President. The President will have an automatic seat on the Corporation's Board of Directors by virtue of his/her office.

Section 3. Vice President. If the Board of Directors elects a Vice President, he/she shall be the second officer in the chain of command, and shall accept and perform the duties and exercise the power of the President in his/her absence.

Section 4. Secretary. The Secretary in the third officer in the chain of command. In the absence of the President and Vice President, he/she shall accept and perform the duties and exercise the power of the President. The Secretary shall ensure that all minutes and records are properly kept and are available for corporate purposes.

Section 5. Treasurer. The Treasurer is the fourth officer in the chain of command. In the absence of the President, Vice President and the Secretary, he/she shall accept and perform the duties and exercise the power of the President. The Treasurer shall be responsible for all

reports pertaining to the fiscal affairs of the Corporation and shall be custodian of all funds of the Corporation.

Section 6. Term of Office. Officers shall be elected annually by the Board of Directors at the annual meeting of the Board, for a period of one year or until their successors have been duly elected.

Section 7. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, and such resignation shall take effect at the time specified therein or, if no such time is specified, upon acceptance by the Board of Directors.

Section 8. Vacancies. A vacancy in any office due to death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 9. Removal. Any officer elected or appointed by the Board of Directors may be removed from office, with or without cause, by majority vote of the Board, other than the officer to be removed if any Officer is a Director.

Section 10. Compensation. Compensation, if any, for the officer of the Corporation shall be set by the Board of Directors in its sole discretion. Provided that any compensation shall not exceed a commercially reasonable rate.

#### ARTICLE 4.

##### Staff

Section 1. The Board of Directors may employ an Executive Director or Chief Operating Officer and shall authorize the employment of other employees as are needed to carry out the purpose of the Corporation. The Executive Director or Chief Operating Officer shall select any other employees of the Corporation. Compensation and other terms of employment shall be set by the Board of Directors. Provided that any compensation or other employment benefits shall not exceed a commercially reasonable rate or amount.

#### ARTICLE 5.

##### Fiscal Year

Section 1. The fiscal year of the Corporation shall end on the last day of December of each year.

#### ARTICLE 6.

##### Rules of Order

Section 1. "Roberts Rule of Order", as revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.



ARTICLE 7.  
Amendments

Section 1. These Bylaws may be amended, revised, repealed, or rescinded by a two-thirds (2/3) majority vote of the Board of Directors present at any meeting of the Board of Directors.

ARTICLE 8.  
Distributions

Section 1. Prohibited Distributions. Except as authorized in Section 2, the Corporation shall not make any distributions.

Section 2. Authorized Distributions.

- (A) The Corporation may make distributions upon dissolution in conformity with Section [30-30-1005](#) or [30-30-1006](#), Idaho Code.
- (B) No interest or dividends shall be paid or payable by the Corporation on any capital furnished by its members. The Corporation is obligated to account on a membership basis to all its members for all amounts received and receivable from the furnishing of service and from other sources in excess of operating costs and expenses properly chargeable against the furnishing of service. The Corporation is obligated to pay by credits to a capital account for each member all such amounts in excess of operating costs and expenses. The books and records of the Corporation shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each member is clearly reflected and credited in an appropriate record to the capital account of each member. In the event of dissolution or liquidation of the corporation, after all outstanding indebtedness of the corporation shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the board shall determine that the financial condition of the corporation will not be impaired thereby, the capital credited to members' accounts may be retired in full or in part.

ARTICLE 9.  
Miscellaneous

Section 1. Indemnification. The Corporation shall indemnify any director, officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which s/he is made party by reason of being or having been director or officer, except in

relation to matters as to which s/he is adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of such person's duty to the Corporation.

Section 2. Depositories. All funds from the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may determine.

Section 3. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer.

Section 4. Annual Audit. The financial books and records of the Corporation may be audited or reviewed annually by a certified public accountant as determined by the Board of Directors.

Section 5. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep record giving the name and address of members entitled to vote. All books and records of the Corporation may be inspected by any member or his/her agent or attorney or the general public for any proper purpose at any reasonable time.

The Board of Directors shall maintain annual financial statements for the Corporation. Those financial statements shall show any excess funds the Corporation has collected in each year, as well as a running total of all excess funds collected net of the uses of those funds. Those financial statements shall be reviewable by the Corporation's customers upon request. All excess funds shall be maintained and used for the sole benefit of the Corporation and its customers

Section 6. Dissolution. A resolution to dissolve the Corporation shall be submitted to a vote of the Board of Directors. In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose or transfer remaining assets of the Corporation exclusively for the purpose of the Corporation in such manner or to such organizations organized and operating exclusively for the same or similar purposes. In the event such assets are not needed by the acquiring organization, said assets shall be transferred to Sunnyside Industrial and Professional Park, LLC, or its successor entity.

Section 7. Nondiscrimination. This Corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color, ancestry or national origin.

Section 8. Political Activity. The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. The Corporation shall not attempt to influence legislation.

Section 9. Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation. Any such contribution, gift, bequest or devise received shall be held for, and used only for, the benefit of the Corporation and its customers.

Section 10. Prior Bylaws. Upon adoption of these Bylaws, it is the intent of Sunnyside Park Utilities, Inc., that these Bylaws shall supersede and replace any previously adopted Bylaws, and such prior Bylaws shall have no further force or effect.

SECRETARY'S CERTIFICATION

This is to certify that the foregoing Bylaws SUNNYSIDE PARK UTILITIES, INC. have been duly adopted by the Board of Directors in a meeting held on this 16<sup>th</sup> day of MARCH, 2023.

  
Secretary

ATTEST:

  
President