

Dear Members of the Scudder Association:

The By Laws have been through a number of iterations over the past months and have also been reviewed and commented on by our new auditors, Marks Paneth. The new By Laws were approved by the Board at its meeting on Aug 22, 2018, and a resolution was passed recommending their adoption by the Membership. We submit them now for your approval.

A copy of the new By Laws is attached. There are some significant changes in the By Laws, so please read them in detail. Some of the key changes are as follows:

1. One of the most important changes is the proposal to add the term "Foundation" to the name of our organization. The Scudder Association originated in 1912 primarily as a social organization to encourage interaction among other Scudder family members. The organization was reorganized in the 1930s with the emphasis on providing philanthropic support to the hospitals in India which had been founded by Scudder ancestors. The Scudder Association already qualifies as a Non-Operating Private Foundation under the IRS rules and terminology. The Board believes that the change in the organization's name would both properly reflect the Association's status under the IRS rules and, as a Foundation, enhance the fundraising capabilities of the organization. The change in the name to "The Scudder Association Foundation, Inc." both preserves the original identity of the Scudder Association while recognizing its status as a Foundation.

2. The statement of the object and purpose of the organization has expanded. Although there is still primary emphasis on assistance to The Scudder Memorial Hospital and CMC Vellore, the scholarship program scope is now more far reaching and there is the possibility for broadening the Association's future activities in other acceptable ways.

3. The application for membership process has been shortened and simplified to correspond to current practice and reflects the new mechanics for application on the Web Site.

4. The scope of Membership has been expanded to include Associate Members as full voting members. This was a suggestion by Marks Paneth to make sure we preserve our 501(c)3 status. Spouses and children 18 or older can apply individually for membership. Anyone can now become an Associate Member, regardless of his or her affiliation with the original Scudders who came to the continent in the 17th century.

5. New Officer Positions are created for the Vice President and Technology Director and the Vice President and Communications Director as they have taken on significantly broader roles in the organization. The Legal Counsel is re-designated as the General Counsel and made an officer position as well.

6. An Audit Committee is created to oversee the preparation and review of the Association's Accounts.

This is not an exhaustive list of the changes in the By Laws, and you are encouraged to read the new By Laws in detail. There is a link to the existing By Laws if you wish to refer to them.