

## IADC Election and Bylaws Information



Dear IADC Member:

The Annual Meeting is an important event for the Association in many ways. One of the most critical is the election of new IADC Board of Directors members for the 2022-2023 year. This year we will fill positions for President-Elect, Vice President of Corporate, Treasurer-Elect, and three at-large Board members.

Please review the election information carefully. Our process will include appointments with the Nominating Committee, chaired by Past President Andy Kopon, as well as allow comments submitted in writing. This is compliant with our bylaws and will allow all members to submit comments. The Nominating Committee will be announced at the Annual Meeting Opening Session on Sunday, July 10. The Nominating Committee will announce its slate of Board members for vote during the Closing Session on Thursday, July 14.

I encourage your participation in the process. You can offer comments on any or all positions that are open this year. There is more information on what to consider when giving comments later in this document.

We look forward to seeing you in Berlin, but if you are unable to attend, please consider sending your comments in advance of the meeting to Nominating Committee Chair [Andy Kopon](#) with copy to [Mary Beth Kurzak](#), Executive Director. All comments are confidential and relayed only to the Nominating Committee.

If you have questions on the election process, please don't hesitate to [contact me](#), Nominating Committee Chair [Andy Kopon](#), or Executive Director [Mary Beth Kurzak](#).

Additionally, there are proposed IADC bylaws amendments that will be voted on by those present at the Annual Meeting Opening Session. The summary of those proposed changes is found at the end of this document.

Finally, I want to take this time to offer my heartfelt thank you to all of the outgoing Board members – Vice President of Corporate Al Vance, Bonnie Mayfield, Michele Smith, and Trea Southerland. They have all worked so hard and provided so much to the IADC during their time on the Board. We are so grateful to them for their efforts.

Thank you, and I look forward to your perspective and input.

Best regards,  
Spencer H. Silvergate, President

*Let Your Voice Be Heard!*

## Submit Comments for the Upcoming Board Elections

The Nominating Committee will receive comments in-person during the 2022 Annual Meeting, as well as via written submissions in advance of the meeting.

The Committee will nominate candidates to fill the following positions: President-Elect, Vice President of Corporate, Treasurer-Elect, and three new Board members. Although the membership may elect any member to the President-Elect position, traditionally the membership has selected from the Board members who are completing their terms of office.

There are four Board members leaving office this year. Vice President of Corporate Al Vance has chosen not to be considered for the position. The other three outgoing Board members, Bonnie Mayfield, Michele Smith, and Trea Southerland, have expressed interest in the President-Elect position, and their biographies are offered on the next pages.

Thank you to all four Board members for their impressive service and dedication to the IADC. We are very appreciative of all they have done.



Click here to read  
[Bonnie Mayfield's](#)  
biography.



Click here to read  
[Michele Smith's](#)  
biography.



Click here to read  
[Thomas W. "Trea"](#)  
[Southerland III](#)'s biography.



## Bonnie Mayfield

Bonnie is a Member of Dykema Gossett PLLC in Bloomfield Hills, Michigan. She has spent more than three decades defending national and multinational clients in state and federal courts, nationwide and in product liability, commercial, and labor and employment matters. She has tried cases to juries and the bench.

Committed to serving the legal profession, Bonnie has been President, Vice President, Treasurer, and Program Chair of the Women Lawyer's Association of Michigan – Wayne Region ("WLAM"), Co-Chair of the State Bar of Michigan's Judicial Qualifications Committee, and a member of its Character and Fitness and Professional and Judicial Ethics Committees and the Michigan Bar Journal Advisory Board. She has been active in the ABA as an Open Justice Commissioner, Co-Chair of a CLE Summit, and a Civil Justice Institute member. She was a member of a federal Magistrate Merit Selection Panel and a judicial law clerk in two federal courts – the Eastern District of Michigan and Court of Appeals for the Sixth Circuit.

Recognized by WLAM as Member of the Year and inducted into the *Michigan Lawyers Weekly's* 2020 Women in the Law Class, Bonnie also is repeatedly selected by *Michigan Super Lawyers* and *Best Lawyers in America*.

Since joining the IADC in 1996, Bonnie has presented at IADC meetings and served as Trial Academy faculty, Michigan Membership Chair, and as a member of a Nominating Committee and an Annual Meeting CLE Steering Committee. She was a member of the Task Force that updated our Mission Statement and Tenets of Professionalism. She is a member of several Committees, including Employment Law and Diversity, Equity and Inclusion ("DEI").

Bonnie chaired the former Diversity and Inclusion ("D&I") Committee that published our first-ever "Quotes Book," created a new Webinar series ("Moving Diversity and Inclusion Forward: A Conversation With...."), and proposed creating our inaugural D&I Award. While simultaneously chairing two Committees (D&I and Employment Law), she was an *ex officio* liaison to the Trial Academy, CLE Committee, and Corporate Counsel College Advisory Board.

Due to her IADC service, Bonnie received the Richard L. Neumeier Excellence in Service Award at the 2019 Annual Meeting, during which she was elected to the Board of Directors. As a Board member, Bonnie has been the liaison to



## Bonnie Mayfield (*continued*)

several Committees (Cyber Security, Data Privacy and Technology and Class Actions and Multi-Party Litigation) and the Website and Social Media Task Force. Bonnie is the liaison to the Employment Law, DEI, and Engagement and Retention Committees and the Strategic Relations Task Force and is a member of the ICCC's Advisory Board.

In her local community, Bonnie has served as a member of the boards of the Friends of the Detroit Children's Museum and Wayne County Neighborhood Legal Services. She has guest lectured at Oakland University on various topics, including women's studies.

Bonnie's daughter, Alessandra, is a Ph.D. student (University of Missouri, STL). Bonnie believes, as she stated in her IADC Committee Chair Corner article: "While we may disagree about any and/or all information, awareness is key to civil discourse and forward movement."



## Michele Smith

Michele Smith is a Shareholder with the law firm of MehaffyWeber. She represents clients in complex litigation, including in the areas of products liability, pharmaceutical, and construction defects. She has been recognized by *Texas Super Lawyer* in multiple categories and *Best Lawyers in America*, including two Lawyer of the Year honors.

Michele is Board Certified in Personal Injury Trial Law by the Texas Board of Legal Specialization, is an Advocate member of the American Board of Trial Advocates, and a past member of the Texas Pattern Jury Charge Committee. Michele served as President of the Texas Association of Defense Counsel (2014-2015) during a legislative session and is a past recipient of the TADC's Founders' Award, the organization's highest honor. She is only the second female to receive the award in the association's history.

Michele joined the IADC in 2006 at the Annual Meeting in Rome. That experience got off to a challenging start when her husband put them on the wrong train in Portofino, arriving in Rome after midnight and into the melee of a taxi strike. Michele and Mitchell (IADC member since 2008) have attended IADC meetings yearly since 2006.

Michele has served the IADC in multiple leadership capacities including Chair of the Civil Justice Response (2009-2011 - instrumental in rebranding the Committee), In-House and Law Firm Management (2016-2018 - interviewing a guest speaker in the first *IADC Speaks* podcast episode), and CLE (2019) Committees. Michele also chaired the CLE program for the 2017 Annual Meeting in Quebec City. Among others, Michele is a member of the Diversity, Equity and Inclusion and International Committees.

Michele and Mitchell have served as First Timer hosts to numerous IADC members and were honored to serve as Second Timer Chairs in 2015. They have also served on the General Convention Committee at many meetings with a highlight being Co-Chairs of the 2010 Hospitality Committee at the Midyear Meeting in Naples, Florida and Annual Meeting in Barcelona. Michele also serves as an IADC Ambassador.

In addition to other papers, she contributed a chapter to the *Defense Counsel Training Manual* (Deposing Plaintiff's Damages Experts) in 2016. She has served on the Nominating Committee (2014), the CLE Committee (2017-2019), and the



## Michele Smith *(continued)*

Membership Committee (2013-2022), and was a proud member of the Chuck Cole "All Stars" Trial Academy Faculty (2013). Michele is a Life Fellow and President's Circle Donor of the IADC Foundation.

As a Board member, Michele has had the privilege to serve as CLE Committee liaison (2019-2022) and has worked throughout the pandemic to craft and present IADC programming virtually and in-person. Michele is also the liaison to the Construction Law and Litigation Committee and to the Trial Academy Task Force. She is pleased the Academy is back in person for 2022 having been a student of the Academy (1997)!

Michele is active in her community and sits on numerous boards, including the Shorkey Center which focuses on children with special needs. She is also a past president of the Junior League. Michele and Mitchell are proud IADC members and are thankful for the friendships and memories made.



## Thomas W. "Trea" Southerland III

Trea Southerland is Lead Counsel - Legal Compliance and Investigations for FedEx Express in Memphis, Tennessee. In 15 years at Express, Trea has successfully first-chaired litigation in 43 jurisdictions. He has also served as lead legal-process and governmental-response counsel, lead investigations counsel, and now focuses on developing a best-in-class corporate compliance program for a Fortune 50 global organization.

Trea's aspirations for the IADC are 3-fold: **1. Reimagining and rejuvenating the Substantive Law Committees' efforts and programing between major meetings.** Committees are the heartbeat of the association -- they need to beat strongly with regular subject-matter content and dialog; **2. Refocusing and prioritizing in-house counsel outreach and active engagement.** Corporate attorneys bring great value to the association when active and engaged -- intentional and concentrated outreach to encourage and increase this value for all members is essential; and **3. Committing resources and dedicating strategic planning to support and expand the "I" in IADC.** COVID-19 constrained the IADC's connection with its international membership -- now is the time to invest in restoring and growing our international community.

Trea joined the association after completing the IADC's 38th Trial Academy. He credits his faculty mentor, Leta Gorman, with cultivating his interest in membership through the time and effort she devoted to his professional growth.

Trea has served as a Vice Chair for the Business Litigation, Corporate Counsel, Corporate Compliance and Government Enforcement Actions, and Transportation Committees. He has served on the Corporate Counsel College, Corporate Counsel Training Academy, and International Corporate Counsel College Advisory Boards, on the Annual Meeting CLE Steering Committee, and as an Ambassador and First Timer Host.

Trea's IADC leadership began as Chair of the Corporate Counsel Committee where he worked diligently to increase in-house counsel outreach and engagement through a diverse Vice Chair team. As Chair, he developed programming which included monthly Executive Committee, Board, and sponsor participation. His Committee produced a series on the in-house/outside counsel relationship, published 9 newsletters covering nuisance law and cyber security, produced a *Moving Diversity and Inclusion Forward* Webinar, and sponsored 11 programs at the Midyear/Annual Meetings. His most humbling moment came in 2018 when he received the Joan Fullam Irick Award for exceptional work as a Committee Chair.



## Thomas W. "Trea" Southerland III (*continued*)

Trea's IADC Board service began in 2019. As Director, he has served as liaison to the Amicus Curiae; Corporate Compliance and Government Enforcement Actions; Drug, Device and Biotechnology; In-House Counsel and Law Firm Management; and Transportation Committees; the Regional Meeting Planning Team; and the Think IADC First Task Force. One of his fondest memories as liaison was authoring the Diversity, Equity, Inclusion, and Belonging video script -- featuring 24 members across the globe -- celebrating the development of the Diversity Roadmap website.

Trea and wife, Heather, are Life Fellows and President's Circle Donors to the IADC Foundation. They have thoroughly enjoyed their IADC journey, especially the authentic friendships and memorable times spent together. They are grateful to have served alongside the amazing Bonnie Mayfield, the awe-inspiring Michele Smith, and the remarkable Al Vance. And they are honored by Trea's opportunity to stand for IADC President-Elect consideration.

## How to Submit Comments

### In-Person

The Nominating Committee will be meeting in-person at the Annual Meeting in Berlin. Any active IADC member can make a five-minute appointment to speak to the Committee. To make an in-person appointment, visit the IADC Registration Desk to sign-up.

The In-Person Open Hearings schedule is:

Monday, July 11

7:30 a.m. - 12:00 p.m. Central European Summer Time

Tuesday, July 12

7:30 a.m. - 12:00 p.m. Central European Summer Time

Wednesday, July 13

7:30 - 11:00 a.m. Central European Summer Time

### In Writing

Comments can be submitted in writing by email to Nominating Committee Chair Andy Kopon ([akopon@tresslerllp.com](mailto:akopon@tresslerllp.com)) with copy to IADC Executive Director Mary Beth Kurzak ([mkurzak@iadclaw.org](mailto:mkurzak@iadclaw.org)) in advance of the meeting. Emails are completely confidential and only shared with the Nominating Committee. Any comments by email must be submitted no later than 10 a.m. U.S. Central European Summer Time on Wednesday, July 13.

## The Nomination and Election Process

The Nominating Committee is comprised of five IADC members. The Chair is the IADC President from four years prior. The current President appoints the remaining members of the Committee and identifies those individuals at the Opening Session of the Annual Meeting. Any member who has not been an officer or director or has served on the Nominating Committee in the past four years is eligible to serve on the Nominating Committee. The traditions of the IADC impose on the President the obligation to select active members who are aware of the activities of the organization and the responsibilities of leadership without selecting members who - by virtue of their level of activity - also enjoy a close personal relationship with one of the candidates.

### Qualification for Office

Any active member in good standing shall be eligible for nomination and election to elective office, subject to any additional requirements for specific positions as outlined by the bylaws. No officer shall be eligible for re-election to the same office until no earlier than the fourth Annual Meeting after the conclusion after his or her term.

### Submitting Comments

IADC members can submit comments to the Committee in advance by email to Nominating Committee Chair Andy Kopon ([akopon@tresslerllp.com](mailto:akopon@tresslerllp.com)) with copy to Mary Beth Kurzak, Executive Director ([mkurzak@iadclaw.org](mailto:mkurzak@iadclaw.org)). Members can also offer comments in-person at the Annual Meeting. (See page 9 for the schedule.) Comments are limited to five-minute appointments, so please come prepared to be efficient with your comments. Members can comment or express their opinion on each vacancy or candidate or just some. The Nominating Committee will be interested in not only who you endorse but why, so please be prepared to elaborate on your recommendation.

### Prohibition of Campaigning

The IADC's policy is to prohibit public or private campaigning for a position on the Board of Directors or as an Officer. Members are not to tell others that they are interested in serving on the Board. They may, however, if asked by members if they are interested in serving on the Board respond affirmatively. Members should not campaign on behalf of anyone

## The Nomination and Election Process

whom they are supporting for a position on the Board or as an Officer. Candidates are not to ask for a commitment from any member of the Nominating Committee to support them.

### **Elections**

The Nominating Committee will offer its slate of nominees at the Closing Session. A voice vote shall be called for each nominee. Each member, other than those in Emeritus or Inactive status, shall have one vote and the majority vote of those members present and eligible to vote shall govern.

## Some Suggestions for Appearing Before the Nominating Committee

**1. USE YOUR TIME WISELY**– You have only 5 minutes and while you can use it as you deem fit, please try and be as concise as possible as this will give the Committee more time to ask you follow-up questions.

**2. FOCUS YOUR COMMENTS**– There are six (6) offices/board seats that will be filled by the Nominating Committee: President-Elect, Vice President of Corporate, Treasurer-Elect, and three Members of the Board of Directors. While the Committee will enthusiastically receive all your comments, there is no requirement that you address all of these positions in your limited time. Indeed, the Committee is likely to benefit more from focused comments about specific positions than more general observations about all of them.

**3. ORDER OF PRESENTATION**– While are you free to address candidates in any order, the Nominating Committee would generally prefer if you were to address your comments in the following order:

- a. President-Elect
- b. Vice President of Corporate
- c. Treasurer-Elect
- d. Members (3) of the Board of Directors

**4. INCOMING BOARD MEMBERS - BLOCKED STATES/PROVINCES/COUNTRIES**– While the Committee will be happy to receive comments about any IADC member you think is worthy of consideration for the Board of Directors, please be aware that candidates from the following US and Canada states/provinces or other countries are currently blocked per the bylaws due to the existing Board constituency: *Alabama, California, Massachusetts, Pennsylvania, Rhode Island, and South Carolina* in the United States and *Austria* in Europe. Please take this into consideration when deciding how you use your time.

**5. TELL US WHAT MAKES A DIFFERENCE**– The Committee understands that we are blessed with three outstanding candidates for the position of President-Elect and many good candidates for Vice President of Corporate, Treasurer-Elect, and new Board Members. With your limited time, try and focus your comments on the characteristics of a particular candidate that distinguishes them in your mind as the best person to fill a particular position. We value your frank and honest assessment. **THANK YOU FOR APPEARING BEFORE THE NOMINATING COMMITTEE!**

## Proposed Bylaws Amendment to Be Voted on by Membership in July

Submitted by Secretary-Treasurer Donna Lamontagne

The IADC Board of Directors has recommended an IADC Bylaws amendment to the membership for approval during the Opening Session of the Annual Meeting on Sunday, July 10 in Berlin, Germany.

These Bylaws may be amended, rescinded, or restated at any Annual or Midyear Meeting by an affirmative vote of at least two-thirds of the Members present at any session of such Annual or Midyear Meeting, provided there shall not be less than fifty (50) Members present at such session. Notice of the proposed amendment or change must be given by the Secretary to the Members either by mail, email, or in a publication of the Association at least thirty (30) days before the Meeting at which said action is proposed.

The Bylaws changes (in red) are noted below. The amendment relates to *Article XIV, Executive Director and Staff*. The proposed change will allow for the Board of Directors to bestow the honorific title of Chief Executive Officer (CEO) to the Executive Director if the Board wishes to do so. The honorific title does not amend the current scope of authority or responsibility of the Executive Director.

If any member has questions on the proposed amendment, please contact Secretary-Treasurer Donna Lamontagne at [dlamontagne@lshattorneys.com](mailto:dlamontagne@lshattorneys.com).

### Proposed bylaws amendment (changes in red)

#### ARTICLE XIV

##### Executive Director and Staff

Section 1. Appointment. The Board of Directors shall employ a salaried staff head who shall have the title of Executive Director, and whose terms and conditions of employment shall be specified by the Board of Directors. **To the extent it deems fit, the Board of Directors may bestow the honorific title of Chief Executive Officer as an additional title to the Executive Director.**

## Proposed Bylaws Amendment to Be Voted on by Membership in July (continued)

Section 2. Authority and Responsibility. The Executive Director shall be the chief administrative executive of the Association responsible for management functions, shall manage and direct all activities of the Association as prescribed by the Board of Directors, and shall be responsible to the Board of Directors and subject to its direction and review. The Executive Director may employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsible for management, as shall be in the best interests of the Association, subject to the direction and review of the Board of Directors. **If the Board of Directors bestows the Executive Director with the honorific title of Chief Executive Officer as an additional title, the authority and responsibility of the Executive Director will remain unchanged.**