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 2026-2027 year. This year we will fill positions for President-Elect, Vice President of International, and three at-large Board members. In addition to proposing nominees to the membership for those roles, the Nominating Committee also will formally propose elevation of Treasurer-Elect Phillip Sykes to the Secretary-Treasurer position.

Please review the election information carefully. Our process is special in that every member can offer comments and participate. You can make an appointment with the Nominating Committee, chaired by Past President Spencer Silverglate, at the Annual Meeting, or submit written comments. This is compliant with our bylaws and will allow all members to provide input. The Nominating Committee will be announced at the Annual Meeting Opening Session on Sunday, July 5. The Nominating Committee will announce its slate of Board members for vote during the Closing Session on Thursday, July 9.

I encourage your participation in the process. It is important! You can offer comments on any or all positions that are open this year. You do not have to offer a full nominating slate or have been a member a certain number of years to appear before the Nominating Committee. There is more information on what to consider when giving comments later in this election document.

We look forward to seeing you in Prague, but if you are unable to attend, please consider sending your comments in advance of the meeting to Nominating Committee Chair Spencer Silverglate with copy to Mary Beth Kurzak, Executive Director and CEO. 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, Spencer Silverglate, and/or 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 are found at the end of this document.

Finally, I offer my heartfelt thank you to all of the outgoing Board members – Vice President of International Heather Devine, Secretary-Treasurer Alex Hagan, Henry Morrissette, Chas Reynolds, and Deborah St. Lawrence Thompson. They have been of extraordinary service to the IADC and have provided so much to the IADC during their time on the Board. We are grateful to them for their efforts.

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

Best regards,
J. Dominic Campodonico, *IADC President*

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Let Your Voice Be Heard!

Submit Comments for the Upcoming Board Elections

The Nominating Committee will receive comments in-person during the 2026 Annual Meeting, as well as via written submissions in advance of the meeting.

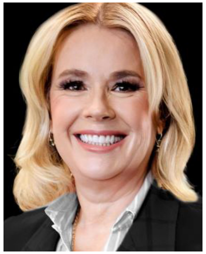
The Committee will nominate candidates to fill the following positions: President-Elect, Vice President of International, and three new Board members. In addition to proposing nominees to the membership for those roles, the Nominating Committee also will formally propose elevation of Treasurer-Elect Phillip Sykes to the Secretary-Treasurer position. 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 five Board members leaving office this year. Board members Henry Morrissette, Chas Reynolds, and Deborah St. Lawrence Thompson have chosen not to be considered for the position. The other two outgoing Board members, Vice President of International Heather Devine and Secretary-Treasurer Alex Hagan, have expressed interest in the President-Elect position and their biographies are offered on the next pages.

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

Click here to read Heather Devine's biography.

Click here to read Alex Hagan's biography.



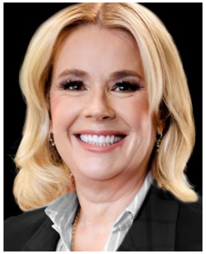
Heather C. Devine

Heather C. Devine is a strategic legal leader and dedicated IADC champion. As Chief Legal Officer of TRAFFIX USA, a $1.3 billion intermediary supplier to the USPS, she serves as officer and counsel to the Board. Heather developed TRAFFIX' international defense panel, which features IADC members and drives high-quality referrals.

Since attending her first Midyear Meeting in Phoenix with her daughter Lexy, Heather has embraced the IADC's egalitarian values and its unique power to connect defense counsel of the highest calibre around the world. She assumed leadership roles, serving as Vice-Chair and then Chair of the Transportation Law Committee (2016–2020) and holding leadership and membership roles in the Social Justice Pro Bono, Trial Techniques and Tactics, International, Continuing Legal Education, Business Litigation, Corporate Counsel, and Intellectual Property Committees. She dropped a transportation podcast episode, authored newsletters, encouraged fellow members to speak on panels, and in 2022 received the Joan Fullam Irick Award for outstanding Committee leadership.

By nominating 84 professionals — one of the highest individual totals — she has significantly strengthened the IADC and its Committees. She champions IADC referrals and has brought many in-house counsel into the network, including a recent AGC nominee who spoke at the IADC Corporate Counsel College. Whether greeting at breakfasts, or hosting First Timers, Heather believes that authentic relationships form the foundation of lasting referrals and organizational strength.

A committed volunteer leader, Heather served on the Nominating Committee in Chicago, taught at the IADC Trial Academy, spoke at the 2021 Annual Meeting and both 2019 and 2020 Midyear Meetings, and chaired the CLE programming for the 2022 Annual Meeting in Hawaii – where her husband Eduard and Lexy enjoyed the marine life. As active Board member and Vice President of International (2023–present), she expanded the IADC's global reach, supported international and corporate counsel, co-chaired the Open Forum in Quebec City, and drove the launch of the upcoming International Arbitration Skills Academy in Prague.



Heather C. Devine (continued)

Demonstrating strong governance expertise, Heather created a Red-Flag Risk Dashboard to enable her to deliver clear, actionable insights to the Board. She moved, along with other Board members, for the creation of an ad hoc advisory Strategic Membership Committee to bolster long-term vitality. These contributions reflect her focus.

Outside the IADC, Heather founded the Toronto office of Alexander Holburn Beaudin + Lang LLP in 2019. She serves as Board member and Legal Committee Chair of the Transportation Intermediaries Association (TIA), Past President of the Canadian Transport Lawyers Association, and Co-Chair of the Corporate Counsel Committee for TLA. A recognized thought leader in law and technology, she has been listed in *Best Lawyers* and *L'Expert* and recently managed an amicus brief cited by Justice Kavanaugh.

Heather is profoundly grateful for her IADC friendships and professional growth. She and her husband, Professor Eduard Reinhardt of McMaster University, just celebrated their 37th wedding anniversary, and enjoyed watching Lexy defend her Master of Science thesis on Pacific sea slugs. If President, Heather will serve to prioritize strengthening membership, enhancing financial resilience, and securing the IADC's future for the next generation of defense counsel worldwide.

Alex J. Hagan

Alex J. Hagan is managing partner and chief executive officer of Ellis & Winters LLP in Raleigh, NC. Over the course of his career, Alex has tried dozens of jury trials to verdict, with all but one resulting in a defense verdict. Alex's trial practice includes product liability defense and commercial disputes, as well as the defense of academic institutions, religious organizations, and health care providers.

Alex is a Fellow in the International Academy of Trial Lawyers, the American College of Trial Lawyers, American Board of Trial Advocates, and a member of the Trial Law Institute and Diversity Law Institute. He has been selected as a North Carolina Litigation Star by *Benchmark Litigation* 10 times, and he is ranked Band 1 by *Chambers USA*. He has received numerous awards and recognitions from *North Carolina Lawyer's Weekly*, *Best Lawyers*, and *Super Lawyers*.

Alex joined the IADC in December 2006 and has attended every Midyear and Annual Meeting since. He has been an active contributor, serving on Substantive Law Committees, speaking at meetings, organizing presentations, and serving on the General Convention Committee. Alex was honored to be a faculty member of the 2015 Trial Academy. He served on the Midyear Meeting and Annual Meeting CLE Steering Committees on multiple occasions, acted as the CLE Program Chair for the 2015 Annual Meeting, and served on the CLE Committee in 2023. Alex previously chaired both the Technology Committee and the Intellectual Property Committee. He and his wife Kim served as First Timer Chairs in both 2020 and 2021.

While serving the IADC, Alex was also an active leader and member of the Defense Research Institute ("DRI"). From 2017 to 2020, Alex served as a DRI National Director, chairing the 2020 DRI Virtual Annual Meeting and "DRI for Life" Committee. In 2021, Alex became the first man to receive DRI's Mary Massaron Award for Advancement of Women in the Legal Profession.

Ultimately, Alex decided to step out of the DRI leadership path to focus his energy and concentrate his

Alex J. Hagan (continued)

efforts on the IADC. Focusing on the IADC allowed Alex to serve as Vice President and then President of the IADC Foundation Board. As President, he helped create a new grant proposal review process which allowed the Foundation to provide more grants to organizations protecting the rule of law and to monitor the results of the Foundation's funding.

Alex joined the IADC Board of Directors in 2022 and is the current Secretary-Treasurer. While on the Board, he has served as liaison to the Amicus Curiae, Employment Law, and Trial Techniques and Tactics Committees. As Secretary-Treasurer, he helped the IADC evaluate its budgeting and hotel contracts for future meetings.

Alex and Kim have three children – Claire, Eva, and Nate. All are frequent attendees at IADC events. As a result, his family has formed close friendships around the globe.

Alex's term on the IADC Board has been a highlight of his legal career. Working with such a talented, dedicated, and forward-thinking group of individuals has left him confident that IADC is prepared to adapt to the future needs of its members.

How to Submit Comments

In-Person

The Nominating Committee will be meeting in-person at the Annual Meeting in Prague. 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 6

7:30 a.m. - 11:45 a.m. Central European Summer Time

Tuesday, July 7

7:30 a.m. - 11:45 a.m. Central European Summer Time

Wednesday, July 8

8:45 a.m. - 11:30 a.m. Central European Summer Time

In Writing

Comments can be submitted in writing by email to Nominating Committee Chair Spencer Silverglate (ssilverglate@cspalaw.com) with copy to IADC Executive Director and CEO Mary Beth Kurzak (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 10:00 a.m. Central European Summer Time on Wednesday, July 8.

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The Nomination and Election Process

The Nominating Committee is comprised of four IADC members and a Chair. The Chair is the IADC President from four years prior. The current President appoints the 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 Spencer Silverglate (ssilverglate@cspalaw.com) with copy to Mary Beth Kurzak, Executive Director and CEO (mkurzak@iadclaw.org). Members can also offer comments in-person at the Annual Meeting. (See page 7 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.

The Nomination and Election Process

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 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.

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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 five (5) offices/board seats that will be filled by the Nominating Committee: President-Elect, Vice President of International, 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 International **c.** Members (3) of the Board of Directors

4. INCOMING BOARD MEMBERS - BLOCKED STATES/PROVINCES/COUNTRIES AND FIRMS/COMPANIES– 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 to be elected to an at-large Board member position due to the existing Board constituency: *California, Illinois, Massachusetts, Mississippi, New Jersey,* and *Wisconsin* in the United States and *France* in Europe. Please take this into consideration when deciding how you use your time. Members from the following law firms and companies are blocked from any Board position due to the existing Board constituency: GROWMARK, Inc.; Gordon Rees Scully Mansukhani, LLP; Daimler Trucks North America, LLC; Nationwide Insurance; Butler Snow LLP; Signature Litigation AARPI; Godfrey & Kahn, S.C.; Porzio, Bromberg & Newman, P.C.; Airdo Werwas, LLC; Tucker Ellis LLP; and Campbell Conroy & O'Neil, P.C. Members from TRAFFIX and Ellis & Winters LLP may also be ineligible depending on the slate proposed.

5. TELL US WHAT MAKES A DIFFERENCE– The Committee understands that we are blessed with two outstanding candidates for the position of President-Elect and many good candidates for Vice President of International 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 Amendments to Be Voted on at Annual Meeting Opening Session

Submitted by Secretary-Treasurer Alex Hagan

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 5, 2026 in Prague, Czech Republic.

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.

If any member has questions on the proposed amendments, please contact IADC Executive Director and CEO Mary Beth Kurzak at mkurzak@iadclaw.org.

The two changes clarify eligibility requirements for membership as well and codify established practice as it relates to the configuration of the Nominating Committee.

Proposed bylaws amendment (changes in red)

ARTICLE III.

Members

Section 1. Members. The Members of the Association shall be as enumerated in this Article (each a "Member" and collectively the "Members"). Any person who is qualified under the provisions of these Bylaws and such rules and qualifications as the Board of Directors, or any designated committee thereof, may provide from time to time shall become a Member upon the decision of the Board of Directors, or any designated committee thereof (subject to Section 3(b) of this Article), to admit such person as a Member. The rights and privileges of a Member in the Association are herein referred to as "Membership." The following are eligible for Membership:

A. Any person who is and, for at least (8) eight years immediately prior to being nominated for Membership, has been licensed or otherwise authorized to practice law in any country, state or territory or other political subdivision

Proposed Bylaws Amendments to Be Voted on at Annual Meeting Opening Session

duly authorized to administer justice in said jurisdiction, and is of high professional standing, whose practice is principally devoted to the representation of defendants, business, management, or insurance interests in the resolution of legal disputes or who represents and advances business interests for corporations, insurance companies or other entities that are ordinarily defendants in legal disputes; ~~before regulatory boards, governmental agencies, or in administrative proceedings~~ and who will contribute to the purposes and activities of the Association; provided, however, that service on the bench or as a public official engaged in the supervision or regulation of the insurance industry for all or any part of the eight (8) years immediately preceding a nomination for Membership shall satisfy, pro tanto, the foregoing experience requirements. To be eligible for membership it is expected that the individual would contribute to and promote the purposes and activities of the Association.

B. Any person (whether or not a licensed attorney) who is actively engaged in the insurance industry as a full-time employee of a licensed insurance company or an insurance association or who is a full-time employee of a company, and whose primary duties include claims or risk management for such insurance or other company and responsibility for its relationships with outside legal, compliance, and trial counsel or include activities in the fields of interest in which the professional Members of this organization are engaged, such that he or she will contribute to the purposes and activities of the Association.

C. Any person who has been licensed to practice law or permitted to serve as in-house counsel in any country, state or territory or other political subdivision duly, and is of high professional standing and whose present duties, as salaried, in-house counsel for a company, include responsibility for the legal or compliance affairs thereof such that he or she will contribute to the purposes and activities of the Association.

D. Supplementing the foregoing, the Board of Directors may prescribe such further requirements and qualifications for Membership, not inconsistent with the foregoing, as it from time to time deems appropriate.

ARTICLE IV

Board of Directors

Section 3. Nomination and Election of Directors. No later than the Opening Session of the Annual Meeting, the President shall announce the appointment of a Nominating Committee of ~~five~~ four (~~5~~ 4) Members and a Chair, which Committee shall make and report to the Association at the Annual Meeting, nominations for the office of the

Proposed Bylaws Amendments to Be Voted on at Annual Meeting Opening Session

Elected Directors and to fill vacancies then existing; other nominations for the same offices may be made from the floor provided that the intention to make such a nomination, identifying the intended candidate(s), shall have been given to the Secretary or such persons as may be designated by the Board of Directors no later than the first day of the Annual Meeting. Elections of the Elected Directors shall be held at each Annual Meeting at a time and place established by the Board of Directors. Each Member, other than those in emeritus or inactive status, shall have one vote and a majority vote of those Members present and eligible to vote shall govern. Written ballots may be required upon adoption of a resolution by two-thirds of the Members present and eligible to vote.

ARTICLE VII

Committees

D. Nominating Committee. The responsibilities of the Nominating Committee are set forth in Article IV, Section 3, and Article V, Section 3. The Chair and other members of the Nominating Committee shall be appointed by the President. The Chair shall serve *ex officio*, soley as a facilitator of the Nominating Committee, and shall have no vote. ~~However~~ The Chair of the Nominating Committee shall be that past President whose term had ended at the Annual Meeting that occurred four years before the Annual Meeting for which the Nominating Committee is appointed if that person is available and willing to serve. If that Past President is not available or willing to serve, any other more senior Past President who is available and willing to serve who had not served on the Nominating Committee the year before may be appointed, or if none of them is available and willing to serve, any other Member in good standing who had previously served on the Nominating Committee more than four years before. Any Member in good standing, other than an Officer, Director or past President, and other than a Member who had served on a Nominating Committee within the past four years, is eligible to serve as other members of the Nominating Committee.