**Voting Procedures for CHORUS Board of Directors Elections**

Elections for the CHOR, Inc. (d/b/a CHORUS) Board of Directors will be held at the Annual Meeting. The 2017 Annual Meeting will be held on February 1, 2017 at the Grand Hyatt Washington Hotel (1000 H Street, NW, Washington DC) at 1pm.

The Nominating Committee has put forward a slate for the CHOR, Inc. Board of Directors. The candidates will be elected for three-year terms to fill 6 available Board seats.

The 2017 slate of nominees is:

|  |  |  |
| --- | --- | --- |
| NAME | MEMBER ORGANIZATION | TERM (yrs) |
| Fred Dylla | American Institute of Physics Publishing | 2017-2020 |
| Robert Harington | American Mathematical Society | 2017-2020 |
| Thane Kerner | Silverchair | 2017-2020 |
| Vincent Lizzi | Taylor & Francis | 2017-2020 |
| Alexandra Vance | GeoScienceWorld | 2017-2020 |
| Alicia Wise | Elsevier | 2017-2020 |

**Voting Rights**

Each Publisher Member and Each Affiliate Member has one vote that may be voted in person by its “Member Delegate” or by a proxy signed by its Member Delegate. The default Member Delegate is the person listed as the Business Contact in the Membership Agreement, unless the organization (via its Member Delegate or Chief Executive Officer) indicates otherwise.

The Corporate Secretary will appoint 2 members of the current board or executive staff to authenticate and count the vote. All members will receive notification of the election results by email shortly after the February 1st election.

**Instructions for Voting by Proxy**

Even if you plan to attend the meeting in person, we ask that you grant a directed proxy to ensure that we have a quorum. The proxy holders are: Kevin Davies and Howard Ratner.

Please sign, date, and return the proxy, even if you are planning to attend the Annual Meeting in person. This will not prevent you from voting in person, since your vote at the Annual Meeting would supersede your proxy vote.

Signed proxies can be scanned and emailed to Sara Girard at sgirard@chorusaccess.org, or mailed to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA.

Signed proxies must be received by mail no later than Friday, January 27, by 5 PM EST or by email by Tuesday, January 31, 2017, by 12 midnight EST.

It is very important to return the proxy to ensure that there is a quorum for the meeting.

John Tagler

Secretary, Board of Directors, CHOR, Inc.

**CHOR, Inc.**

**NOTICE OF ANNUAL MEETING OF MEMBERS**

NOTICE is given to the Members of CHOR, Inc., a Delaware non-stock, non-profit corporation, d/b/a CHORUS (the "Corporation"), that the annual meeting of Members will be held at the Grant Hyatt Washington Hotel at 1pm on February 1, 2017, for the following purposes:

1. To elect six Directors of the Corporation, to serve three-year terms ending at the appropriate Annual Meeting; and
2. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The date fixed by the Board of Directors as the record date for the determination of Members entitled to notice of, and to vote at, the annual meeting is the close of business on January 2, 2017.

By:



John Tagler, Secretary

New York, New York

December 19, 2016

**Election materials and a Proxy are attached**

**IMPORTANT: To assure the necessary representation at the Annual Meeting you are urged to SIGN AND RETURN THE PROXY PROMPTLY EVEN IF YOU ARE PLANNING TO ATTEND THE ANNUAL MEETING IN PERSON. This will not prevent you from voting in person, since your vote at the Annual Meeting would supersede your proxy vote. Please date and sign the proxy and return it to CHORUS by mail no later than Friday, January 27 to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA or via email to sgirard@chorusaccess.org by January 31, 2017.**

**CHOR. INC, d/b/a CHORUS**

**PROXY**

**KNOW ALL MEN BY THESE PRESENTS,** that the undersigned Member in CHOR, Inc., a Delaware non-stock, non-profit corporation, d/b/a CHORUS (the "Corporation"), does hereby constitute and appoint Kevin Davies and Howard Ratner, or either one of them, the true and lawful substitute, attorney and proxy, with full power of substitution and revocation, for, and in the name, place and stead of, the undersigned, to vote, according to the number of votes which the undersigned would then be entitled to cast, and with all the powers which the undersigned would be entitled to exercise, if personally present, at the meeting of the Members, to be held on February 1, 2017, or at any adjournment of such meeting, upon any matter coming before such meeting or adjournment, and does hereby revoke all proxies heretofore given by the undersigned as a Member in the Corporation. This proxy is irrevocable.

Unless you indicate otherwise in writing on this proxy form, your proxy will vote for the persons set forth on Exhibit A as Directors of the Corporation, each for the indicated term ending at the appropriate Annual Meeting.

A proxy can be superseded, but only in its entirety, by voting in person at the Annual Meeting, or by a subsequent proxy delivered in hard copy, or online. Signed proxies must be received no later than Friday, January 27, 2017 by mail to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA or by January 31, 2017, via email to sigrard@chorusaccess.org.

Signed on ​ ​ [​*date*​]

Corporate Name of Member: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(please print)

By (signature):\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name:

Title:

**It is** ​**VERY**​ **important to return the proxy to ensure that there is a quorum for the meeting.**

Email a scanned signed copy to sgirard@chorusaccess.org or send by mail to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA.

**Exhibit A:** Nominating Committee Proposed Slate Board of Directors, CHOR, Inc. (d/b/a CHORUS)

|  |  |  |
| --- | --- | --- |
| NAME | MEMBER ORGANIZATION | TERM (yrs) |
| Fred Dylla | American Institute of Physics Publishing | 2017-2020 |
| Robert Harington | American Mathematical Society | 2017-2020 |
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