

## 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 2016 Annual Meeting will be held on February 3, 2016 at the Fairmont Hotel (2401 M Street, NW, Washington DC, 20037, Culpeper conference room) at 1pm.

The Nominating Committee has put forward a slate for the CHOR, Inc. Board of Directors. The candidates will be elected for staggered one, two and three-year terms to fill 13 Board seats that have become available due to the expiration of the Interim Board that served CHORUS during its formation. (After initiating staggered terms, going forward all terms will be for 3 years.)

The 2016 slate of nominees is:

NAME	MEMBER ORGANIZATION	TERM (yrs)
David Crotty	Oxford University Press	3
Kevin Davies	American Chemical Society	2
Scott Delman	Association for Computing Machinery	3
Fred Dylla	American Institute of Physics Publishing	1
Jennifer Kemp	Springer Nature	3
Thane Kerner	Silverchair	1
Susan King	The Rockefeller University Press	2
John Sack	Highwire	3
Matthew Salter	American Physical Society	3
John Tagler	Association of American Publishers	1
Andrew Tein	Wiley	2
Alicia Wise	Elsevier	1
Fran Zappula	IEEE	2

## 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 3<sup>rd</sup> 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: Fred Dylla 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 Susan Spilka at [sspilka@chorusaccess.org](mailto:sspilka@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 29, by 5 PM EST or by email by Tuesday, February 2, 2016, 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.

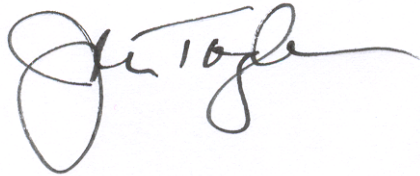
**CHOR, Inc.**  
**NOTICE OF ANNUAL MEETING OF MEMBERS**

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 Fairmont Hotel at 1pm on February 3, 2016, for the following purposes:

- (a) To elect thirteen Directors of the Corporation, to serve staggered one, two or three-year terms ending at the appropriate Annual Meeting; and
- (b) 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 4, 2016.

By:

A handwritten signature in black ink, appearing to read 'John Tagler', with a long horizontal flourish extending to the right.

John Tagler, Secretary  
New York, New York  
January 4, 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 29 to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA or via email to [sspilka@chorusaccess.org](mailto:sspilka@chorusaccess.org) by February 2, 2016.**

## 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 Fred Dylla 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 3, 2016, 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 29, 2016 by mail to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA or by February 2, 2016, via email to [sspilka@chorusaccess.org](mailto:sspilka@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 [sspilka@chorusaccess.org](mailto:sspilka@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)

<b>NAME</b>	<b>MEMBER ORGANIZATION</b>	<b>TERM (yrs)</b>
David Crotty	Oxford University Press	3
Kevin Davies	American Chemical Society	2
Scott Delman	Association for Computing Machinery	3
Fred Dylla	American Institute of Physics Publishing	1
Jennifer Kemp	Springer Nature	3
Thane Kerner	Silverchair	1
Susan King	The Rockefeller University Press	2
John Sack	Highwire	3
Matthew Salter	American Physical Society	3
John Tagler	Association of American Publishers	1
Andrew Tein	Wiley	2
Alicia Wise	Elsevier	1
Fran Zappula	IEEE	2