

DREYFUS STRATEGIC MUNICIPAL BOND FUND INC  
Form DEF 14A  
April 12, 2010

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## DREYFUS STRATEGIC MUNICIPAL BOND FUND, INC. DREYFUS STRATEGIC MUNICIPALS, INC.

### COMBINED PROXY STATEMENT

#### *Annual Meeting of Stockholders*

to be held on Thursday, June 17, 2010

This proxy statement is furnished in connection with a solicitation of proxies by the Board of Directors of each of Dreyfus Strategic Municipal Bond Fund, Inc. ( DSMB ) and Dreyfus Strategic Municipals, Inc. ( DSM ) (each, a Fund and, together, the Funds ) to be used at the Annual Meeting of Stockholders of each Fund to be held on Thursday, June 17, 2010 at 10:00 a.m., at the offices of The Dreyfus Corporation ( Dreyfus ), 200 Park Avenue, 8th Floor, New York, New York 10166, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. Stockholders of record at the close of business on March 31, 2010 are entitled to be present and to vote at the meeting. Stockholders are entitled to one vote for each Fund share held and fractional votes for each fractional Fund share held. Stockholders can vote only on matters affecting the Fund(s) in which they hold shares. If a proposal is approved by stockholders of one Fund and not approved by stockholders of the other Fund, the proposal will be implemented only for the Fund that approved the proposal. Therefore, it is essential that stockholders who own shares in both Funds complete, date, sign and return each proxy card they receive. Shares represented by executed and unrevoked proxies will be voted in accordance with the specifications made thereon. If any enclosed form of proxy is executed and returned, it nevertheless may be revoked by a proxy given later. To be effective, such revocation must be received prior to the meeting. In addition, any stockholder who attends the meeting in person may vote by ballot at the meeting, thereby cancelling any proxy previously given.

A quorum is constituted by the presence in person or by proxy of the holders of a majority of the outstanding shares of the Fund entitled to vote at the meeting. If a proposal is to be voted upon by only one class of a Fund's shares, a quorum of that class of shares (the holders of a majority of the outstanding shares of the class) must be present in person or by proxy at the meeting in order for the proposal to be considered. Each Fund has two classes of capital stock: Common Stock, par value \$0.001 per share (the Common Stock ), and Auction Preferred Stock, par value \$0.001 per share, liquidation preference \$25,000 per share (the APS ). The APS is further divided into Series A, Series B and Series C for DSMB and Series M, Series T, Series W, Series TH and Series F for DSM. Currently, no proposal is expected to be presented at the meeting that would require separate voting for each Series of APS. As of March 31, 2010, the Funds had outstanding the following number of shares:

Fund	Name of	Common Stock	APS
		Outstanding	Outstanding
	DSMB	48,495,728	7,060
	DSM	60,856,295	10,736

It is estimated that proxy materials will be mailed to stockholders of record on or about April 19, 2010. The principal executive office of each Fund is located at 200 Park Avenue, New York, New York 10166. **Copies of each Fund's most recent Annual Report to Stockholders are available upon request, without charge, by writing to the Fund at 144 Glenn Curtiss Boulevard, Uniondale, New York 11556-0144, or by calling toll-free 1-800-334-6899.**

**Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on June 17, 2010: This proxy statement and copies of each Fund's most recent Annual and Semi-Annual Reports to Stockholders are available at [www.dreyfus.com/closedendfund.htm](http://www.dreyfus.com/closedendfund.htm).**

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**PROPOSAL 1: ELECTION OF DIRECTORS**

Each Fund's Board of Directors is divided into three classes with the term of office of one class expiring each year. It is proposed that stockholders of each Fund consider the election of the individuals listed below (the Nominees) as Directors of the indicated class of such Fund, to serve for three-year terms and until their respective successors are duly elected and qualified. With respect to DSMB, Messrs. Gordon J. Davis and EHUD Houminer and Ms. Robin A. Melvin are nominated to be elected as Class II Directors to serve for a three-year term. With respect to DSM, Messrs. Joseph S. DiMartino, William Hodding Carter III and Richard C. Leone and Ms. Joni Evans are nominated to be elected as Class I Directors to serve for a three-year term. Messrs. DiMartino, Carter and Leone and Ms. Evans also are continuing Class I Directors of DSMB and Messrs. Davis and Houminer and Ms. Melvin also are continuing Class II Directors of DSM. Each Nominee also currently serves as a Director of the Fund for which his or her election is proposed. Each Nominee was nominated by the respective Fund's nominating committee and has consented to being named in this proxy statement and has agreed to continue to serve as a Director of the indicated Fund if elected. Biographical information about each Nominee is set forth below. Biographical information about each Fund's Directors not standing for election at the meeting (the Continuing Directors), information on each Nominee's and Continuing Director's ownership of Fund shares and other relevant information is set forth on Exhibit A. Unless otherwise indicated, information set forth herein applies to both Funds.

Under the terms of each Fund's Charter, holders of the APS voting as a single class are entitled, to the exclusion of holders of the Common Stock, to elect two Directors. Ms. Melvin was elected in 2008 as a Class II Director for APS holders of DSM to serve for a three year term. She currently is a nominee for election by holders of DSMB's APS as a Class II Director. The other Director designated for holders of APS, Mr. John Zuccotti, was elected as a Class III Director for APS holders of DSMB in 2008 to serve for a three year term and as a Class III Director for APS holders of DSM last year to serve for a three year term.

Voting with regard to the election of Directors will be as follows: for DSMB, holders of Common Stock and APS will vote together as a single class with respect to the election of Class II Directors Messrs. Davis and Houminer; for DSM, holders of Common Stock and APS will vote together as a single class with respect to the election of Class I Directors Messrs. DiMartino, Carter and Leone and Ms. Evans; and for DSMB, APS holders of the Fund will vote separately, to the exclusion of holders of the Common Stock, with respect to the election of Ms. Melvin as a Class II Director.

The persons named as proxies on the accompanying proxy card(s) intend to vote each such proxy for the election of the Nominees, unless stockholders specifically indicate on their proxies the desire to withhold authority to vote for elections to office. It is not contemplated that any Nominee will be unable to serve as a Director for any reason, but if that should occur prior to the meeting, the proxyholders reserve the right to substitute another person or persons of their choice as nominee or nominees.

None of the Nominees or Continuing Directors are interested persons of either Fund, as defined in the Investment Company Act of 1940, as amended (the 1940 Act). The following tables present information about the Nominees including their principal occupations and other board memberships and affiliations. The address of each Nominee is 200 Park Avenue, New York, New York 10166.

2

***DSMB Nominees for Class II Director with Term Expiring in 2013***

<b>Name (Age) of Nominee</b>	<b>Principal Occupation</b>	<b>Other Board Memberships</b>
<b>Position with Fund (Since)</b>	<b>During Past 5 Years</b>	<b>and Affiliations</b>
<b>GORDON J. DAVIS</b> (68) <b>Class II Director</b> (2006)	Partner in the law firm of Dewey and LeBeouf, LLP	Consolidated Edison, Inc., a utility company, <i>Director</i> Phoenix Companies, Inc., a life insurance company, <i>Director</i> Board Member/Trustee for several not-for-profit groups

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<p><b>EHUD HOUMINER</b> (69)  <b>Class II Director</b> (1994)</p>	<p>Executive-in-Residence at the  Columbia Business School,  Columbia University</p>	<p>Avent Inc., an electronics  distributor, <i>Director</i>  International Advisory  Board to the MBA  Program, School of  Management, Ben Gurion  University, <i>Chairman</i></p>
<p><b>ROBIN A. MELVIN</b> (46)  <b>APS Designee</b>  <b>Class II Director</b> (1995)</p>	<p>Director, Biosi Family Foundation,  a private family foundation that  supports youth-serving organiza-  tions that promote the self suffi-  ciency of youth from disadvan-  taged circumstances  Senior Vice President, Mentor, a  National non-profit youth men-  toring organization (2005)</p>	<p>None</p>

3

*DSM Nominees for Class I Director with Term Expiring in 2013*

<p><b>Name (Age) of Nominee</b>  <b>Position with Fund (Since)</b></p>	<p><b>Principal Occupation</b>  <b>During Past 5 Years</b></p>	<p><b>Other Board Memberships</b>  <b>and Affiliations</b></p>
<p><b>JOSEPH S. DiMARTINO</b> (66)  <b>Chairman of the Board and</b>  <b>Class I Director</b> (1995)</p>	<p>Corporate Director and Trustee</p>	<p>The Muscular Dystrophy  Association, <i>Director</i>  CBIZ (<i>formerly Century</i>  <i>Business Services, Inc.</i>), a  provider of outsourcing  functions for small and  medium size companies,  <i>Director</i>  The Newark Group, a  provider of a national  market of paper recovery  facilities, paperboard mills  and paperboard convert-  ing plants, <i>Director</i></p>

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<p><b>WILLIAM HODDING CARTER III</b> (74) <b>Class I Director</b> (1989)</p>	<p>Professor of Leadership &amp; Public Policy, University of North Carolina, Chapel Hill (January 1, 2006 - present) President and Chief Executive Officer of John S. and James L. Knight Foundation (February 1, 1998 - February 1, 2006)</p>	<p>The Century Foundation, <i>Emeritus Director</i> The Enterprise Corporation of the Delta, a non-profit economic development organization, <i>Director</i></p>
<p><b>JONI EVANS</b> (67) <b>Class I Director</b> (2007)</p>	<p>Chief Executive Officer, www.wowOwow.com, an online community dedicated to women's conversations and publications Principal, Joni Evans Ltd. Senior Vice President of the William Morris Agency (2005)</p>	<p>None</p>
<p><b>RICHARD C. LEONE</b> (69) <b>Class I Director</b> (1989)</p>	<p>President of The Century Foundation (formerly, The Twentieth Century Fund, Inc.), a tax exempt research foundation engaged in the study of economic, foreign policy and domestic issues</p>	<p>The American Prospect, <i>Director</i> Center for American Progress, <i>Director</i></p>

4

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Each Fund has standing audit, nominating and compensation committees, each comprised of its Directors who are not interested persons, as defined in the 1940 Act, of the Fund. The function of the audit committee is (1) to oversee the Fund's accounting and financial reporting processes and the audits of the Fund's financial statements and (2) to assist in the Board of Directors' oversight of the integrity of the Fund's financial statements, the Fund's compliance with legal and regulatory requirements and the independent auditors' qualifications, independence and performance. A copy of each Fund's Audit Committee Charter, which describes the audit committee's purposes, duties and powers, is available at [www.dreyfus.com](http://www.dreyfus.com).

Each Fund's nominating committee is responsible for selecting and nominating persons as members of the Board of Directors for election or appointment by the Board and for election by stockholders. Each nominating committee member is independent as defined by the New York Stock Exchange rules. A copy of each Fund's Nominating Committee Charter and Procedures (the Nominating Committee Charter) is not available on the Fund's or Dreyfus' website, but is attached as Exhibit B. In evaluating potential nominees, including any nominees recommended by stockholders, the committee takes into consideration the factors listed in the Nominating Committee Charter, including character and integrity, business and professional experience, and whether the committee believes the person has the ability to apply sound and independent business judgment and would act in the interest of the Fund and its stockholders. The committee will consider recommendations for nominees from stockholders submitted to the Secretary of the Fund, c/o The Dreyfus Corporation Legal Department, 200 Park Avenue, 8th Floor, New York, New York 10166, and including information regarding the recommended nominee as specified in the Nominating Committee Charter.

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The function of the compensation committee is to establish the appropriate compensation for serving on the Board. Each Fund also has a standing pricing committee, comprised of any one Director. The function of the pricing committee is to assist in valuing the Fund's investments.

DSM's and DSMB's audit committee met 6 times and 6 times, respectively, during the Fund's fiscal year ended September 30, 2009 and November 30, 2009, respectively. Each Fund's nominating committee met once, and each Fund's pricing committee did not meet during the Fund's last fiscal year. DSM's compensation committee and DSMB's compensation committee did not meet during the respective Fund's last fiscal year.

Each Director also serves as a director of other funds in the Dreyfus fund complex. Annual retainer fees and attendance fees are allocated on the basis of net assets, with the Chairman of the Board of Directors (the Board) of each Fund, Joseph S. DiMartino, receiving an additional 25% in annual retainer and per meeting fees. The Funds reimburse Directors for their expenses. Emeritus Directors, if any, are entitled to receive an annual retainer of one-half of the amount paid as a retainer at the time the Director became Emeritus and per meeting attended fee of one-half the amount paid to Directors. The Funds had no Emeritus Directors as of the date of this proxy statement. Neither Fund has a bonus, pension, profit-sharing or retirement plan.

The aggregate amount of compensation paid to each Nominee by DSMB for its fiscal year ended November 30, 2009, and by DSM for its fiscal year ended September 30, 2009, and the aggregate amount of compensation paid to each such Nominee by all funds in the Dreyfus Family of Funds for which such Nominee was a Board member (the number of portfolios of such funds is set forth in parenthesis next to each Nominee's total compensation) for the year ended December 31, 2009, was as follows:

Name of Nominee and Fund	Aggregate Compensation from each Fund*	Total Compensation from each Fund and Fund Complex Paid to Nominee (**)
Joseph DiMartino		\$873,427 (192)
DSMB	\$5,132	
DSM	\$7,047	
William Hodding Carter, III		\$85,000 (31)
DSMB	\$3,404	
DSM	\$5,222	
Gordon J. Davis		\$139,192 (48)
DSMB	\$3,704	
DSM	\$5,605	

5

Name of Nominee and Fund (continued)	Aggregate Compensation from each Fund* (continued)	Total Compensation from each Fund and Fund Complex Paid to Nominee (**) (continued)
Joni Evans		\$88,100 (31)
DSMB	\$3,704	
DSM	\$5,636	
Ehud Houminer		\$221,500 (31)
DSMB	\$3,404	
DSM	\$5,222	

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Richard C. Leone		\$88,600 (31)
DSMB	\$3,704	
DSM	\$5,636	
Robin A. Melvin		\$88,600 (31)
DSMB	\$3,704	
DSM	\$5,636	

\* Amount does not include the cost of office space, secretarial services and health benefits for the Chairman and expenses reimbursed to Directors for attending Board meetings, which in the aggregate amounted to \$2,590 for DSMB and \$8,419 for DSM.

\*\* Represents the number of separate portfolios comprising the investment companies in the fund complex, including the Funds, for which the Nominee serves as a Board member.

For each Fund's most recent fiscal year, the number of Board meetings held and aggregate amount of compensation paid to each Continuing Director who is not a Nominee for a Fund and by all funds in the Dreyfus Family of Funds for which such person is a Board member are set forth on Exhibit A. Certain other information concerning each Fund's Directors and officers also is set forth on Exhibit A.

### Required Vote

The election of a Nominee for each Fund requires the affirmative vote of a plurality of votes cast at the Fund's meeting for the election of Directors.

### ADDITIONAL INFORMATION

#### Selection of Independent Registered Public Accounting Firm

The 1940 Act requires that each Fund's independent registered public accounting firm (the independent auditors or auditors) be selected by a majority of those Directors who are not interested persons (as defined in the 1940 Act) of the Fund. The audit committee has direct responsibility for the appointment, compensation, retention and oversight of the Fund's independent auditors. At a meeting held on January 25, 2010 for DSMB and November 20, 2009 for DSM, each Fund's audit committee approved and each Fund's Board, including a majority of those Directors who are not interested persons of the Fund ratified and approved, the selection of Ernst & Young LLP (E&Y) as the independent auditors for the respective Fund's fiscal year ending in 2010. E&Y, a major international accounting firm, has acted as auditors of each Fund since the Fund's organization. After reviewing the Fund's audited financial statements for the fiscal year ended September 30, 2009 for DSM, and November 30, 2009 for DSMB, each Fund's audit committee recommended to the Fund's Board that such statements be included in the Fund's annual report to stockholders. Copies of the audit committee's reports for DSM and DSMB are attached as Exhibits C and D, respectively, to this proxy statement.

#### Independent Auditor Fees and Services

The following chart reflects fees paid to E&Y in each Fund's last two fiscal years. For Service Affiliates (i.e., Dreyfus and any entity controlling, controlled by or under common control with Dreyfus that provides ongoing services to the rel-

6

evant Fund), such fees represent only those fees that required pre-approval by the audit committee. All services provided by E&Y were pre-approved as required.

	DSM1	Service Affiliates1	DSMB2	Service Affiliates2
<b>Audit Fees</b>	\$37,088/\$37,830	\$0/\$0	\$37,088/\$37,830	\$0/\$0

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<b>Audited-Related Fees<sup>3</sup></b>	\$5,122/\$24,352	\$0/\$0	\$29,474/\$5,276	\$0/\$0
<b>Tax Fees<sup>4</sup></b>	\$3,244/\$3,782	\$0/\$0	\$3,273/\$3,576	\$0/\$0
<b>All Other Fees</b>	\$312/\$206	\$0/\$0	\$226/\$149	\$0/\$0
<b>Aggregate Non-Audit Fees<sup>5</sup></b>	\$0/\$0	\$4,881,322/\$25,619,110	\$0/\$0	\$9,452,922/\$26,086,988

<sup>1</sup> Fiscal years ended September 30, 2008/September 30, 2009.

<sup>2</sup> Fiscal years ended November 30, 2008/November 30, 2009.

<sup>3</sup> Services to the Fund consisted of (i) agreed-upon procedures related to compliance with basic maintenance requirements for APS; and (ii) security counts required by Rule 17f-2 under the 1940 Act.

<sup>4</sup> Services to the Fund consisted of (i) review or preparation of U.S. federal, state, local and excise tax returns; (ii) U.S. federal, state and local tax planning, advice and assistance regarding statutory, regulatory or administrative developments; and (iii) tax advice regarding tax qualification matters and/or treatment of various financial instruments held or proposed to be acquired or held.

<sup>5</sup> Rendered to the Fund and Service Affiliates.

**Audit Committee Pre-Approval Policies and Procedures.** The Fund's audit committee has established policies and procedures (the Policy) for pre-approval (within specified fee limits) of E&Y's engagement for non-audit services to the Fund and Service Affiliates without specific case-by-case consideration. The pre-approved services in the Policy can include pre-approved audit services, pre-approved audit-related services, pre-approved tax services and pre-approved all other services. Pre-approval considerations include whether the proposed services are compatible with maintaining E&Y's independence. Pre-approvals pursuant to the Policy are considered annually.

**Auditor Independence.** The Fund's audit committee has considered whether the provision of non-audit services that were rendered to Service Affiliates which did not require pre-approval are compatible with maintaining E&Y's independence.

A representative of E&Y is expected to be present at the meeting, will have the opportunity to make a statement, and will be available to respond to appropriate questions.

### Service Providers

Dreyfus, located at 200 Park Avenue, New York, New York 10166, serves as each Fund's investment adviser.

The Bank of New York Mellon, an affiliate of Dreyfus, located at One Wall Street, New York, New York 10286, acts as Custodian for the assets of each Fund. PNC Global Investment Servicing, located at 4400 Computer Drive, Westboro, MA 01581, acts as DSMB's Transfer Agent, Dividend-Paying Agent and Registrar; and The Bank of New York Mellon Shareowner Services, an affiliate of Dreyfus, located at 480 Washington Blvd, Jersey City, NJ 07310, acts as DSM's Transfer Agent, Dividend-Paying Agent and Registrar.

### Voting Information

To vote, please complete, date and sign the enclosed proxy card for each Fund you own and mail it in the enclosed, postage-paid envelope.

Each Fund will bear its pro rata share of the cost of soliciting proxies based on the net assets of the Fund. In addition to the use of the mails, proxies may be solicited personally or by telephone, and each Fund may pay persons holding shares of the Fund in their names or those of their nominees for their expenses in sending soliciting materials to their principals.

7

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Authorizations to execute proxies may be obtained by fax, or by telephonic instructions in accordance with procedures designed to authenticate the stockholder's identity. In all cases where a telephonic proxy is solicited, the stockholder will be asked to provide or confirm certain identifiable information and to confirm that the stockholder has received the Fund's proxy statement and proxy card in the mail. Within 72 hours

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of receiving a stockholder's solicited telephonic voting instructions, a confirmation will be sent to the stockholder to ensure that the vote has been taken in accordance with the stockholder's instructions and to provide a telephone number to call immediately if the stockholder's instructions are not correctly reflected in the confirmation. Shares represented by executed and unrevoked proxies will be voted in accordance with the specifications made thereon, and if no voting instructions are given, shares will be voted FOR the Proposals.

If a proxy is properly executed and returned accompanied by instructions to withhold authority to vote, represents a broker non-vote (that is, a proxy from a broker or nominee indicating that such person has not received instructions from the beneficial owner or other person entitled to vote shares of a Fund on a particular matter with respect to which the broker or nominee does not have discretionary power) or marked with an abstention (collectively, abstentions), the Fund's shares represented thereby will be considered to be present at the meeting for purposes of determining the existence of a quorum for the transaction of business. Under Maryland law, abstentions do not constitute a vote for or against a matter and will be disregarded in determining votes cast on an issue.

### OTHER MATTERS

Neither Fund's Board is aware of any other matter which may come before the meeting. However, should any such matter with respect to one or both Funds properly come before the meeting, it is the intention of the persons named in the accompanying form of proxy to vote the proxy in accordance with their judgment on such matter.

Proposals that stockholders wish to include in a Fund's proxy statement for the Fund's next Annual Meeting of Stockholders must be sent to and received by such Fund no later than December 7, 2010 at the principal executive office of the Fund at 200 Park Avenue, New York, New York 10166, Attention: Secretary of the Fund. The date after which notice of a stockholder proposal is considered untimely, except as otherwise permitted under applicable law, is March 4, 2011.

Stockholders who wish to communicate with Directors should send communications to the attention of the Secretary of the Fund, 200 Park Avenue, New York, New York 10166, and communications will be directed to the Director or Directors indicated in the communication or, if no Director or Directors are indicated, to the Chairman of the Board.

### NOTICE TO BANKS, BROKER/DEALERS AND VOTING TRUSTEES AND THEIR NOMINEES

Please advise, as appropriate, Dreyfus Strategic Municipals, Inc., in care of BNY Mellon Shareowner Services, Proxy Department, 480 Washington Blvd., 27th floor, Jersey City, NJ 07310, or Dreyfus Strategic Municipal Bond Fund, Inc., in care of PNC Global Investment Servicing, P.O. Box 43027, Providence, RI 02940-3027, whether other persons are the beneficial owners of the shares for which proxies are being solicited, and if so, the number of copies of the proxy statement and other soliciting material you wish to receive in order to supply copies to the beneficial owners of shares.

**IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. THEREFORE, STOCKHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETING IN PERSON ARE URGED TO COMPLETE, SIGN, DATE AND RETURN EACH ENCLOSED PROXY CARD IN THE ENCLOSED STAMPED ENVELOPE.**

Dated: April 7, 2010

8

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### EXHIBIT A

#### PART I

Part I sets forth information regarding the Continuing Directors who are not Nominees for election at this meeting, Board and committee meetings, and share ownership. Unless otherwise indicated, the information set forth herein applies to both Funds.

#### *Continuing Class III Directors with Terms Expiring in 2011 for DSMB and 2012 for DSM*

The following table presents information about the Continuing Directors of the Funds, including their principal occupations and other board memberships and affiliations. In addition to the Continuing Directors listed below, Messrs. Davis and Houminer and Ms. Melvin are Class II



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Continuing Directors of DSM and Messrs. DiMartino, Carter and Leone and Ms. Evans are Class I Continuing Directors of DSMB. The address of each Continuing Director is 200 Park Avenue, New York, New York 10166. Each of the Funds' Continuing Directors will continue to serve as a Director of the Funds after the meeting.

Name (Age) of Nominee Position with Fund (Since)	Principal Occupation During Past 5 Years	Other Board Memberships and Affiliations
<b>DAVID W. BURKE</b> (73) Class III Director of DSMB (1994) Class III Director of DSM (1994)	Corporate Director and Trustee	John F. Kennedy Library Foundation, <i>Director</i>
<b>HANS C. MAUTNER</b> (72) Class III Director of DSMB (1989) Class III Director of DSM (1989)	President - International Division and an Advisory Director of Simon Property Group, a real estate investment company (1998- present) Chairman and Chief Executive Officer of Simon Global Limited (1999-present)	
<b>BURTON N. WALLACK</b> (59) Class III Director of DSMB (2006) Class III Director of DSM (2006)	President and co-owner of Wallack Management Company, a real estate management company	None
<b>JOHN E. ZUCCOTTI</b> (72) APS Designee Class III Director DSMB (1989) Class III Director of DSM (2000)	Chairman of Brookfield Financial Properties, Inc. Senior Counsel of Weil, Gotshal & Manges, LLP Emeritus Chairman of the Real Estate Board of New York	Emigrant Savings Bank, <i>Director</i> Wellpoint, Inc., <i>Director</i> Columbia University, <i>Trustee</i> Doris Duke Charitable Foundation, <i>Trustee</i>

A-1

The table below indicates the dollar range of each Continuing Director's and Nominee's ownership of shares of each Fund's Common Stock and shares of other funds in the Dreyfus Family of Funds for which he or she is a Board member, in each case as of December 31, 2009.

**Aggregate Holding of**

Name of Continuing Director or Nominee	DSM	DSMB	Funds in the
	Common Stock	Common Stock	Dreyfus Family of Funds for which Responsible as a Board Member
David W. Burke	None	None	None
Hodding Carter III*	None	None	\$10,001 - \$50,000
Gordon J. Davis*	None	None	Over \$100,000
Joseph S. DiMartino*	None	None	Over \$100,000
Joni Evans*	None	None	None
Ehud Houminer*	None	None	Over \$100,000
Richard C. Leone*	None	None	Over \$100,000
Hans C. Mautner	None	None	Over \$100,000
Robin A. Melvin*	None	None	\$50,001 - \$100,000
Burton N. Wallack	None	None	None
John E. Zuccotti	None	None	Over \$100,000

\* Nominee.

As of December 31, 2009, none of the Nominees or Continuing Directors or their immediate family members owned securities of Dreyfus or any person (other than a registered investment company) directly or indirectly controlling, controlled by or under common control with Dreyfus.

A-2

**PERTAINING TO THE BOARD OF EACH FUND**

- DSM held 7 Board meetings, DSMB held 7 Board meetings and DSM's and DSMB's audit committees met 6 times, respectively, during its last fiscal year.
- The Funds do not have a formal policy regarding Directors' attendance at annual meetings of stockholders. Directors did not attend last year's annual meeting.
- All Continuing Directors and Nominees (who were Directors at the time) attended at least 75% of all Board and committee meetings, as applicable, held in the last fiscal year.

**Compensation Table.** The aggregate amount of compensation paid to each Continuing Director by DSMB for its fiscal year ended November 30, 2009, and by DSM for its fiscal year ended September 30, 2009, and by all funds in the Dreyfus Family of Funds for which such Director was a Board member (the number of portfolios of such funds is set forth in parenthesis next to each Director's total compensation) for the year ended December 31, 2009, was as follows:

Name of Continuing Director and Fund	Aggregate compensation from each Fund*	Total compensation from each Fund and fund complex paid to Continuing Director (**)
David W. Burke		\$395,190 (95)
DSMB	\$3,704	
DSM	\$5,636	

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Hans C. Mautner		\$82,600 (31)
DSMB	\$3,415	
DSM	\$5,235	
Burton N. Wallack		\$89,100 (31)
DSMB	\$3,704	
DSM	\$5,636	
John E. Zuccotti		\$88,100 (31)
DSMB	\$3,704	
DSM	\$5,605	

\* Amount does not include the cost of office space, secretarial services and health benefits for the Chairman and expenses reimbursed to Directors for attending Board meetings, which in the aggregate amounted to \$2,590 for DSMB and \$8,419 for DSM.

\*\* Represents the number of separate portfolios comprising the investment companies in the fund complex, including the Funds, for which the Director serves as a Board member.

A-3

PART II

Part II sets forth information relevant to the officers of each Fund.

<b>Name and Position with Fund (Since)</b>	<b>Age</b>	<b>Principal Occupation and Business Experience For Past Five Years</b>
<b>BRADLEY J. SKAPYAK</b> President (2010)	51	Chief Operating Officer and a director of Dreyfus since June 2009. Previously, Mr. Skapyak was the head of the Investment Accounting and Support Department of Dreyfus. He is an officer of 75 investment companies (comprised of 166 portfolios) managed by Dreyfus.
<b>PHILLIP N. MAISANO</b> Executive Vice President (2007)	62	Chief Investment Officer, Vice Chairman and a director of Dreyfus, and an officer of 75 investment companies (comprised of 166 portfolios) managed by Dreyfus. Mr. Maisano also is an officer and/or board member of certain other investment management subsidiaries of The Bank of New York Mellon Corporation ( BNY Mellon ), each of which is an affiliate of Dreyfus. He has been an employee of Dreyfus since November 2006. Prior to joining Dreyfus, Mr. Maisano served as Chairman and Chief Executive Officer of EACM

Advisors, an affiliate of Dreyfus.

**JAMES WINDELS**

Treasurer (2001)	51	Director Mutual Fund Accounting of Dreyfus, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.
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**MICHAEL A. ROSENBERG**

Vice President and Secretary (2005)	50	Assistant General Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.
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**KIESHA ASTWOOD**

Vice President and Assistant Secretary (2010)	37	Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.
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**JAMES BITETTO**

Vice President and Assistant Secretary (2005)	43	Senior Counsel of BNY Mellon and Secretary of Dreyfus, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.
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A-4

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<b>Name and Position with Fund (Since)</b>	<b>Age</b>	<b>Principal Occupation and Business Experience For Past Five Years</b>
<b>JONI LACKS CHARATAN</b> Vice President and Assistant Secretary (2005)	54	Senior Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.
<b>JOSEPH M. CHIOFFI</b> Vice President and Assistant Secretary (2005)	48	Senior Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.
<b>KATHLEEN DENICHOLAS</b> Vice President and Assistant Secretary (2010)	35	Senior Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.
<b>JANETTE E. FARRAGHER</b> Vice President and Assistant Secretary (2005)	47	Assistant General Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by

Dreyfus.

**JOHN B. HAMMALIAN**

Vice President and Assistant Secretary (2005) 46 Managing Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.

**M. CRISTINA MEISER**

Vice President and Assistant Secretary (2010) 40 Senior Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.

**ROBERT R. MULLERY**

Vice President and Assistant Secretary (2005) 58 Managing Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.

**JEFF PRUSNOFSKY**

Vice President and Assistant Secretary (2005) 44 Managing Counsel of BNY Mellon, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.

**RICHARD CASSARO**

Assistant Treasurer (2008) 51 Senior Accounting Manager Money Market and Municipal Bond Funds of Dreyfus, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.

**GAVIN C. REILLY**

Assistant Treasurer (2005) 41 Tax Manager of the Investment Accounting and Support Department of Dreyfus, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.

A-5

Name and Position with Fund (Since)	Age	Principal Occupation and Business Experience For Past Five Years
<b>ROBERT S. ROBOL</b> Assistant Treasurer (2005)	45	Senior Accounting Manager Fixed Income Funds of Dreyfus, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.
<b>ROBERT SALVILO</b> Assistant Treasurer (2007)	42	Senior Accounting Manager Equity Funds of Dreyfus, and an officer of 76 investment companies (comprised of 189 portfolios)

managed by Dreyfus.

**ROBERT SVAGNA**

Assistant Treasurer (2005)

43

Senior Accounting Manager Equity Funds of Dreyfus, and an officer of 76 investment companies (comprised of 189 portfolios) managed by Dreyfus.

**JOSEPH W. CONNOLLY**

Chief Compliance Officer (2004)

52

Chief Compliance Officer of Dreyfus and The Dreyfus Family of Funds (76 investment companies, comprised of 189 portfolios).

The address of each officer of the Fund is 200 Park Avenue, New York, New York 10166.

A-6

**PART III**

Part III sets forth information for each Fund regarding the beneficial ownership of its shares as of March 31, 2010 by Nominees, Continuing Directors and officers of the Fund owning shares on such date and by any shareholders owning 5% or more of a class of the Fund's outstanding shares.

As of March 31, 2010, each Fund's Directors and officers, as a group, owned less than 1% of the Fund's outstanding shares of Common Stock or APS.

As of March 31, 2010, the following Directors and officers owned shares of Common Stock and/or APS shares of the Funds as indicated below:

	<b>DSM</b>	<b>DSMB</b>
<b>Directors</b>	<b>Shares of Common Stock Owned</b>	<b>Shares of Common Stock Owned</b>
None		
<b>Officers</b>		
None		

To each Fund's knowledge, based on Schedule 13G filings for December 31, 2009, the following information with respect to beneficial ownership of more than 5% of the outstanding shares of Common Stock and/or outstanding shares of APS has been reported.

<b>DSMB</b>			
Title of Class	Name of Beneficial Owner	Name and Address of Beneficial Owner	Percent of Class
APS	Bank of America *	865 shares	11.6%

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Corporation  
 Bank of America Corporate  
 Center  
 100 North Tryon Street  
 Charlotte, NC 28255

APS	Bank of America, NA* Bank of America Corporate Center 100 North Tryon Street Charlotte, NC 28255	551 shares	7.4%
APS	Merrill Lynch Pierce Fenner & Smith Inc.* 4 World Financial Center 250 Vessy Street New York, NY 10080	314 shares	4.2%
APS	UBS AG Bahnhofstrasse 45 P.O. Box CH-8021 Zurich, Switzerland	2,700 shares	36.26%

A-7

**DSMB (continued)**

Title of Class	Beneficial Owner	Name of Name and Address of Beneficial Owner	Percent of Class
Common Stock	First Trust Portfolios LP** First Trust Advisors LP** The Charger Corporation** 120 East Liberty Drive Suite 400 Wheaton, IL 60187	2,513,824 shares**	5.1%**

As of March 31, 2010, Cede & Co. held of record 99.01% of the outstanding shares of DSMB s Common Stock and 100% of the outstanding shares of DSMB s APS.

**DSM**

Name of Name and Address of

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Title of Class	Beneficial Owner	Beneficial Owner	Percent of Class
APS	Bank of America* Corporation Bank of America Corporate Center 100 North Tryon Street Charlotte, NC 28255	1,756 shares	15.5%
APS	Bank of America, NA* Bank of America Corporate Center 100 North Tryon Street Charlotte, NC 28255	1,123 shares	9.9%
APS	Merrill Lynch Pierce Fenner & Smith Inc.* 4 World Financial Center 250 Vessy Street New York, NY 10080	633 shares	5.6%
APS	UBS AG Bahnhofstrasse 45 P.O. Box CH-8021 Zurich, Switzerland	4,140 shares	36.32%
Common Stock	First Trust Portfolios LP** First Trust Advisors LP** The Charger Corporation** 120 East Liberty Drive Suite 400 Wheaton, IL 60187	3,707,942 shares**	6.1%**

As of March 31, 2010, Cede & Co. held of record 89.05% of the outstanding shares of DSM's Common Stock and 100% of the outstanding shares of DSM's APS.

\* These entities filed a combined Schedule 13G for the share amount and percentage shown for each.

\*\*These entities filed a combined Schedule 13G for the share amount and percentage shown.

A-8

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**Section 16(a) Beneficial Ownership Reporting Compliances**



To each Fund's knowledge, all of its officers, Directors and holders of more than 10% of its Common Stock or APS complied with all filing requirements under Section 16(a) of the Securities Exchange Act of 1934, as amended, during the fiscal year ended September 30, 2009 for DSM and November 30, 2009 for DSMB. In making this disclosure, each Fund has relied solely on written representations of such persons and on copies of reports that have been filed with the Securities and Exchange Commission.

A-9

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## **EXHIBIT B**

### **NOMINATING COMMITTEE CHARTER AND PROCEDURES**

#### **THE DREYFUS FAMILY OF FUNDS**

(each, the Fund )

#### **Organization**

The Nominating Committee (the Committee ) of each Fund shall be composed solely of Directors/Trustees ( Directors ) who are not interested persons of the Fund as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the 1940 Act ) ( Independent Directors ). The Board of Directors of the Fund (the Board ) shall select the members of the Committee and shall designate the Chairperson of the Committee.

#### **Responsibilities**

The Committee shall select and nominate persons for election or appointment by the Board as Directors of the Fund.

#### **Evaluation of Potential Nominees**

In evaluating a person as a potential nominee to serve as a Director of the Fund (including any nominees recommended by shareholders as provided below), the Committee shall consider, among other factors it may deem relevant:

- the character and integrity of the person;
- whether or not the person is qualified under applicable laws and regulations to serve as a Director of the Fund;
- whether or not the person has any relationships that might impair his or her service on the Board;
- whether nomination of the person would be consistent with Fund policy and applicable laws and regulations regarding the number and percentage of Independent Directors on the Board;
- whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related fund complexes;
- whether or not the person is willing to serve and is willing and able to commit the time necessary for the performance of the duties and responsibilities of a Director of the Fund;
- the contribution which the person can make to the Board and the Fund, in conjunction with the other Directors, with consideration being given to the person's business and professional experience, education and such other factors as the Committee may consider relevant; and
- whether the Committee believes the person has the ability to apply sound and independent business judgment and would act in the interests of the Fund and its shareholders.

While the Committee is solely responsible for the selection and nomination of Directors, the Committee may consider nominees recommended by Fund shareholders. The Committee will consider recommendations for nominees from shareholders sent to the Secretary of the Fund c/o The Dreyfus Corporation Legal Department, 200 Park Avenue, 8th Floor West, New York, New York 10166. A nomination submission must include all information relating to the recommended nominee that is required to be disclosed in solicitations or proxy statements for the election of Directors, as well as information sufficient to evaluate the factors listed above. Nomination submissions must be accompanied by a written consent of the individual to stand for election if nominated by the Board and to serve if elected by the shareholders, and such additional information must be provided regarding the recommended nominee as reasonably requested by the Committee.

#### **Nomination of Directors**

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After a determination by the Committee that a person should be selected and nominated as a Director of the Fund, the Committee shall present its recommendation to the full Board for its consideration.

### Review of Charter and Procedures

The Committee shall review the charter and procedures from time to time, as it considers appropriate.

Adopted: March 2004

B-1

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### EXHIBIT C

Dreyfus Strategic Municipals, Inc.

November 20, 2009 REPORT OF THE AUDIT COMMITTEE

The audit committee oversees the Fund's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the committee reviewed the audited financial statements in the Annual Report with management.

The committee reviewed with the independent registered public accounting firm (the independent auditors or auditors), who are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of the Fund's accounting principles and such other matters as are required to be discussed with the committee under the standards of the Public Company Accounting Oversight Board (United States) (PCAOB). In addition, the committee has discussed with the independent auditors the auditors' independence from management and the Fund including the auditors' letter and the matters in the written disclosures required by the PCAOB, and considered the compatibility of non-audit services with the auditors' independence.

The committee discussed with the independent auditors the overall scope and plan for the audit. The committee met with the independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Fund's internal controls, and the overall quality of the Fund's financial reporting.

In reliance on the reviews and discussions referred to above, the committee recommended to the Board of Directors (and the Board has approved) that the audited financial statements for the Fund be included in the Annual Report to Shareholders for the year ended September 30, 2009.

Ehud Houminer, Audit Committee Chair  
David W. Burke, Audit Committee Member  
Hodding Carter III, Audit Committee Member  
Joseph S. DiMartino, Audit Committee Member  
Joni Evans, Audit Committee Member

Richard C. Leone, Audit Committee Member  
Hans C. Mautner, Audit Committee Member  
Robin A. Melvin, Audit Committee Member  
Burton Wallack, Audit Committee Member  
John E. Zuccotti, Audit Committee Member

C-1

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### EXHIBIT D

Dreyfus Strategic Municipal Bond Fund, Inc.

January 25, 2010

REPORT OF THE AUDIT COMMITTEE

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The audit committee oversees the Fund's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the committee reviewed the audited financial statements in the Annual Report with management.

The committee reviewed with the independent registered public accounting firm (the independent auditors or auditors), who are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of the Fund's accounting principles and such other matters as are required to be discussed with the committee under the standards of the Public Company Accounting Oversight Board (United States) (PCAOB). In addition, the committee has discussed with the independent auditors the auditors' independence from management and the Fund including the auditors' letter and the matters in the written disclosures required by the PCAOB, and considered the compatibility of non-audit services with the auditors' independence.

The committee discussed with the independent auditors the overall scope and plan for the audit. The committee met with the independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Fund's internal controls, and the overall quality of the Fund's financial reporting.

In reliance on the reviews and discussions referred to above, the committee recommended to the Board of Directors (and the Board has approved) that the audited financial statements for the Fund be included in the Fund's Annual Report to Shareholders for the year ended November 30, 2009.

Ehud Houminer, Audit Committee Chair  
David W. Burke, Audit Committee Member  
Hodding Carter III, Audit Committee Member  
Joseph S. DiMartino, Audit Committee Member  
Joni Evans, Audit Committee Member

Richard C. Leone, Audit Committee Member  
Hans C. Mautner, Audit Committee Member  
Robin A. Melvin, Audit Committee Member  
Burton Wallack, Audit Committee Member  
John E. Zuccotti, Audit Committee Member

D-1

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