



Military Advisory Council to SLDN Board of Directors

(The “Council”)

Terms of Reference

Membership, Powers and Authority

Pursuant to Article IV-Section 5 of the bylaws of SLDN, the Council consists of Auxiliary Members designated by resolution passed by a majority of the Board of Directors (the “Board”). The Council shall only have and exercise the powers and authority expressly given to it by resolution of the Board. As provided in the bylaws, such Auxiliary Members shall have no voting rights or rights to participate in the governance of the Corporation. The Council shall elect its own Chair and other Officers as it deems necessary.

The Council shall be composed of officer and enlisted personnel with extensive military experience and expertise, senior former cabinet-level and assistant-secretary level officials of the Department of Defense and intelligence services, and other distinguished military individuals.

Meetings and Records

The Council shall meet as frequently as circumstances dictate, but no less than once during every calendar year.

The Chair of the Council shall give notice of the agenda, time and place of meetings either personally, by telephone, by mail, by facsimile or by electronic mail, at least seven (7) days before the meeting.

The Council shall maintain minutes of its meetings.

At the discretion of the Chair of the Council, meetings may be held in person or by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Members of the Council shall be invited to attend SLDN events and Board meetings, except for executive Board sessions.

Responsibilities

The Council shall provide expert advice, especially in defense and military matters, to SLDN Board of Directors and staff and, as requested by any of the Co-Chairs of the Board or the Executive Director, it shall take specific actions to enhance SLDN's work.

For example, the Council may be requested to take specific actions in relation to:

- SLDN's messaging.
- Issues related to SLDN's publicity and the media.
- The goals and objectives of SLDN's strategic communications.
- Outreaching and educational opportunities, particularly with state and federal officials.
- Cultivating and soliciting contributions from existing or potential donors.
- Making personal financial contributions to SLDN, commensurate with the individual capacity of each Council member.
- Evaluating potential prospects for increased contributions.
- Factors which affect or may affect SLDN's fundraising.
- Increasing SLDN's participation in special events.
- SLDN's legislative priorities.
- Identifying grassroots and grass tops opportunities consistent with SLDN's legislative plan.
- Identifying Board and Council candidates.
- Contributing with volunteer work at SLDN events

The Council shall periodically review its terms of reference and recommend any changes to them to the Board, to ensure that its terms of reference comply with all applicable laws and regulations, SLDN bylaws and the policies and procedures established by the Board.

Approved by the Board of Directors-March 8/9, 2008