

Family Violence Prevention Center of Orange County and The Women's Center to Merge to Provide Comprehensive Services to Women and Families

February 7, 2012

CHAPEL HILL, NC – After more than a decade of collaboration to serve the needs of women and families, Family Violence Prevention Center of Orange County and The Women's Center announced today that they have made the decision to merge. The organizations expect to finalize a merger agreement during the first quarter of 2012.

Family Violence Prevention Center and The Women's Center complement each other in mission and operations. Family Violence Prevention Center's mission is to prevent and end domestic violence through direct services and community education. The Women's Center's mission is to partner with women and girls to build their knowledge, skills and confidence to become self-sufficient by providing financial literacy, career exploration and preparedness, legal information, adolescent empowerment programs, and connections to community resources.

Brandie Ambler Revoy, Family Violence Prevention Center Board President said, "The key benefit of the merger is our combined ability to better serve the needs of women and families. Standing together, both agencies will do much better and indeed be truer to our missions."

Jennifer Strauss, The Women's Center Board Chair said, "Both agencies have missions that at their core strive to improve the safety and self-sufficiency of women and their children. Both share a vision of empowerment and self-sufficiency, towards ensuring that both women and men have the ability to take care of themselves and their families over the long term."

Both agencies see the merger as a way to be the best stewards of their limited resources and to demonstrate community leadership. "Our overarching goal in doing this is to provide comprehensive services to our clients in the most seamless way possible," Revoy said. "We will accomplish this through quality improvements and improved efficiency in existing services, better fundraising abilities and a new and

stronger brand. We would also have the capacity to expand our geographic footprint and to offer new services to our clients,” Strauss added.

Strauss expressed strong gratitude for the long-standing support of The Henderson Street House Foundation. “The Women’s Center has benefited over the years from the use of the Henderson Street house, provided to us by the Foundation. It was through the vision and support of community leaders that The Women’s Center has served women and girls for over three decades.”

The merger is not expected to result in any immediate change to locations or services. No job loss is expected due to the merger. The combined organization’s board will include members from the boards of both organizations.

For more information contact:

Family Violence Prevention Center
Hudson Fuller, Executive Director, Hudson@fvpcoc.org, 919-929-3872 or

The Women’s Center
Ann Gerhardt, Executive Director, AGerhardt@womenspace.org, 919-968-4610

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About Family Violence Prevention Center

Family Violence Prevention Center offers a number of services to adults and children who are experiencing or have experienced emotional, physical or sexual abuse in their intimate or personal relationships. They serve victims and survivors of domestic violence through several phases of healing, from crisis onward. Family Violence Prevention Center maintains high quality crisis intervention services and on-going client support through a 24-hour hotline, crisis counseling, safety planning, court advocacy, support groups, emergency shelter and financial assistance, and individual follow-up and support. It also provides community education programming to prevent domestic violence, including providing school-based dating violence prevention education to middle-school students.

About The Women’s Center

The Women’s Center offers a wide variety of programs and services for women and girls. The goal is to connect women to their potential by helping them with a variety of support services including legal information, financial literacy education, career advising and referral services. These programs are offered through individual, in-person appointments; support via telephone; ongoing support and coaching groups; and

workshops. We reach adolescents in our community through media literacy programming and Teens Climb High, a comprehensive sex education and empowerment program for middle school girls in Chapel Hill.

Plan of Merger and Merger Agreement
between
Family Violence Prevention Center of Orange County, Inc.
and
The Women's Center, Inc.

This Plan of Merger and Merger Agreement ("Merger Agreement") between Family Violence Prevention Center of Orange County, Inc., a North Carolina nonprofit corporation and The Women's Center, Inc., a North Carolina nonprofit corporation is entered into pursuant to N.C.G.S. § 55A-11.

Recitals

- A. Family Violence Prevention Center of Orange County, Inc. ("Family Violence Prevention Center") is a non-profit corporation located in Orange County, North Carolina whose purpose includes developing, implementing and operating programs providing for community and victim education about the causes and prevention of family and domestic violence.
- B. The Women's Center, Inc. ("The Women's Center"), is a non-profit corporation located in Orange County, North Carolina whose purpose is to promote, encourage, and support its own efforts and other community and civic efforts to address and serve the needs, interests and concerns of women.
- C. In order to better serve the needs of women and families in our community, and to be the best stewards of our limited financial resources, it is in the best interests of our agencies and the community to merge Family Violence Prevention Center into The Women's Center.

Terms and Conditions of the Merger:

1. Effective Date

The merger will be effective at 12:01 a.m. on July 1, 2012.

2. Surviving Entity

The Women's Center will be the surviving entity ("Surviving Entity") upon the accomplishment of this merger.

3. Purpose

The Surviving Entity will continue to operate exclusively for the educational, charitable and benevolent purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code.

4. Name

The name of the Surviving Entity will be The Women's Center D/B/A Compass Center for Women and Families.

The Surviving Entity will use the D/B/A name rather than the legal name of the corporation in all public relations and all communications with the public. For one year after the effective date of

this merger, the Surviving Entity may be referred to as "Compass Center for Women and Families, formerly Family Violence Prevention Center and the Women's Center" or simply by Compass Center for Women and Families or Compass Center. The legal name with or without the D/B/A name will be used only when legally required.

5. **Cessation of Separate Existence of Family Violence Prevention Center**
As of the effective date of the merger, Family Violence Prevention Center shall be considered merged into The Women's Center and the separate existence of Family Violence Prevention Center shall cease.
6. **The Women's Center as Legal Successor.**
The Women's Center is the legal successor, for all purposes, of Family Violence Prevention Center, and the operations and activities of Family Violence Prevention Center are merged into The Women's Center, which holds all powers, rights and obligations, assets, including furniture, computer equipment, and bank accounts, and liabilities, including payroll obligations and lease obligations of Family Violence Prevention Center, as well as continuing to hold its powers, rights, obligations, assets, and liabilities.
7. **Registered Office.** The registered office of the Surviving Entity will be 210 Henderson Street, Chapel Hill, NC 27514, and the charitable activities of the Surviving Entity will be conducted at 210 Henderson Street, Chapel Hill, NC, 27514, and other locations designated by the Surviving Entity.
8. **Governance**
 - a. **Board of Directors**
The Surviving Entity will be governed by a Board of Directors consisting of no fewer than 12 and no more than 23 directors of the Board. A Board Development Task Force consisting of two current board members from Family Violence Prevention Center and two current board members from The Women's Center will be appointed by the Exploratory Committee. The Board Development Task Force shall recommend an initial slate of directors and their terms at a joint meeting of the Board of Directors of Family Violence Prevention Center and the Board of Trustees of The Women's Center no later than June 30, 2012. The initial slate of directors and their terms shall be approved by a majority of a quorum of each of the Boards.
 - b. **Officers**
The Surviving Entity shall have the following officers: Chair, Vice-Chair, Secretary and Treasurer. The Board Development Task Force shall recommend an initial slate of officers and their terms at a joint meeting of the Board of Directors of Family Violence Prevention Center and the Board of Trustees of The Women's Center no later than June 30, 2012. The initial slate of officers and their terms shall be approved by a majority of a quorum of each of the Boards.
 - c. **Members**
The Surviving Entity shall have no members.

9. Financial Resources and Management

a. General Operating Funds

All financial resources of Family Violence Prevention Center and The Women's Center will be merged. All revenues from fees for services, donations, and grants, as well as interest from investment accounts and reserves will become part of the general operating funds of the Surviving Entity, at the time of the merger and thereafter.

b. Restricted Funds

Any restricted funds currently held by either Family Violence Prevention Center or The Women's Center will remain restricted, and used only for the purposes expressed at the time of the restriction. This includes any grant funds due to either Family Violence Prevention Center or The Women's Center, and any endowments held.

c. Assumption of Assets and Liabilities.

The Surviving Entity will assume all of the assets and liabilities of Family Violence Prevention Center of Orange County, Inc.

d. Gifts and Grants

All gifts or grants, including but not limited to any bequest or devise under any trust or Last Will and Testament, made before or after the effective date of this merger to either Family Violence Prevention Center or The Women's Center shall inure to the benefit of the Surviving Entity unless the will or other instrument otherwise specifically provides.

10. Articles of Incorporation

The Articles of Incorporation of The Women's Center, including all amendments proposed as part of the merger, shall be as set forth in the Articles of Incorporation of the Surviving Entity, attached hereto as Exhibit A.

11. Bylaws

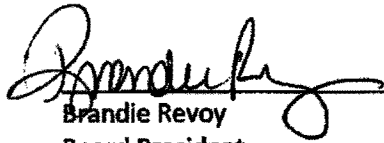
The Bylaws of The Women's Center, including all amendments proposed as part of the merger, as set forth in the attached Exhibit B and hereby incorporated by reference, shall be the Bylaws of the Surviving Entity.

12. Abandonment of Plan

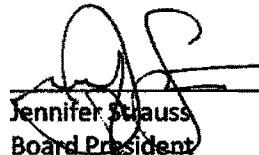
Notwithstanding any of the provisions of this Plan, at any time prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient, proper, and in good faith, Family Violence Prevention Center and The Women's Center, by a majority vote of the directors of either corporation, shall have the authority to abandon and refrain from making effective the contemplated merger set forth herein, in which cases this Plan shall hereby be cancelled and become null and void.

13. Approvals

As certified to by the Presidents of both Family Violence Prevention Center and The Women's Center by their signatures below, at the time this Merger Agreement is recorded, it has been adopted and approved by a majority of the directors of Family Violence Prevention Center and by a majority of the trustees of The Women's Center.


Brandie Revoy
Board President
Family Violence Prevention Center

05/01/12
Date


Jennifer Strauss
Board President
The Women's Center

5/1/12
Date

Exploratory Committee Report

Executive Summary

January 10, 2012

The Exploratory Committee is pleased to present this report on the proposed merger of The Women's Center (TWC) and the Family Violence Prevention Center (FVPC). The report presents the results of the committee's deliberations using twelve perspectives. Each of these perspectives is summarized in one or two pages, with more detail on that topic being included later in the report for our avid readers.

Three of the perspectives are absolutely critical to making a decision to merge, and we would like to emphasize our conclusions on these three topics here: the impact of a merger on our clients, on our finances, and on our future fundraising ability.

Clients. The primary motivation for opening merger discussions was a hope that we could serve our clients more effectively if we joined forces. The committee concludes that this hope can be fulfilled, and that a merger will yield:

- Comprehensive and coordinated services for clients, resulting in better long-term outcomes for individual clients.
- Improved efficiency and outreach to children and teens.
- Capacity for reaching a larger geographic area and a larger population.

Finances. Both organizations have reasonably healthy balance sheets given the environment in which we are working. As a merged organization, there will be cost savings in some areas and some potential revenue gains; there will also be one-time costs of combining locations/staffs/operations. In the worst case these short term costs could be significant, but we have sufficient reserves to cope with them if necessary.

Fundraising. A combined agency will have more development capacity. Joined together our agencies will have better outcomes for clients, giving us a more compelling story to tell. There may be instances where funding is reduced in the short-term but in most areas funding will likely remain stable (or if it decreases, the decrease will not be due to the merger). We expect that overall funding will increase over the long-term. In addition to these benefits a merger would, of course, entail risks and challenges. The committee is acutely aware of these and has considered their potential impact in detail. We are confident that thoughtful and sensitive implementation of a merger can minimize the risks while allowing us to reap the many rewards merging can bring.

On balance, the benefits of combining organizations are much greater than the short-term costs and risks of the partnership. Accordingly, the Exploratory Committee recommends that you vote in favor of a merger at your board meeting this month.