

Form Name: 2025 Annual Reports for Boards, Commissions and Similar Entities
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2025 Annual Report For Boards and Commissions

Name of Board, Commission or Similar Entity Richmond Metropolitan Transportation Authority

Current members (indicate chair, vice-chair, etc.) Unwanna Dabney
Dironna Moore Clarke
Aubrey W. Fountain, III
Barrett Hardiman
Marilyn West

Is there any proposed legislation on which the board or commission recommends that the City Council or the General Assembly act? No

Meeting Dates of meetings held in 2025 Jan. 14, 2025
March 11, 2025
May 13, 2025
June 10, 2025
Sept. 9, 2025
Oct. 29, 2025
Dec. 2, 2025

Is the 2025 meeting attendance record included? Yes - Select Yes to upload documents

<https://www.formstack.com/admin/download/file/18972883392>

Is a copy of the body's current by-laws or rules of procedures attached? Yes - Select Yes to upload documents

<https://www.formstack.com/admin/download/file/18972883394>

New Projects

The Richmond Metropolitan Transportation Authority is entering a new era of mobility. Beginning early 2026, RMTA will transition to all-electronic tolling on the Powhite Parkway, Boulevard Bridge and all ramps. As part of a phased approach, the Downtown Expressway will offer all-electronic tolling with a cash option.

All-electronic tolling is a modern toll collection system that eliminates the need for toll booths, cash payments and manual transactions. With all-electronic tolling, an overhead structure - known as a gantry - identifies vehicles and processes tolls electronically. Drivers pay tolls electronically with E-ZPass or a camera takes an image of their license plate, and they receive a statement in the mail, known as Pay-By-Plate.

The implementation of AET is a transformational step for RMTA, bringing greater efficiency to the expressway system. It is part of a commitment to improve safety, reduce emissions, minimize traffic congestion and foster a better traveling experience for commuters across the region.

Attendance Record 2025

X = Present

	NAME	<i>January</i>	<i>March</i>	<i>May</i>	<i>June</i>	<i>September</i>	<i>October</i>	<i>December</i>	#	%
1	Unwana Dabney	X	X	X	X	X	X		6	85.7%
2	Aubrey W. Fountain, III	X	X	X	X	X	X	X	7	100.0%
3	Barrett Hardiman	X	X	X	X	X	X	X	7	100.0%
4	Dironna Moore Clarke	X	X	X	X	X	X	X	7	100.0%
5	Marilyn West	X	X	X	X		X	X	6	85.7%
6									0	0.0%
7									0	0.0%
8									0	0.0%
9									0	0.0%
10									0	0.0%
11									0	0.0%
12									0	0.0%
13									0	0.0%
14									0	0.0%
15									0	0.0%
16									0	0.0%
17									0	0.0%
18									0	0.0%
19									0	0.0%
20									0	0.0%
21									0	0.0%
22									0	0.0%
23									0	0.0%
24									0	0.0%
25									0	0.0%
# in Attendance:		5	5	5	5	4	5	4		

**BY-LAWS OF THE
RICHMOND METROPOLITAN
TRANSPORTATION AUTHORITY**

Article I. Name and Offices

Section 1. Name.

The name of this body shall be the “Richmond Metropolitan Transportation Authority” (the “Authority”), or as otherwise provided in Title 15.2, Chapter 70 of the Code of Virginia, 1950, as amended and in effect from time to time (the “Enabling Act”).

Section 2. Offices.

The principal office of the Authority shall be located in the metropolitan Richmond area, within the Counties of Chesterfield or Henrico or the City of Richmond. The Authority may have such other offices as the Board of Directors (the “Board”) of the Authority may determine. Except as otherwise required by resolution of the Board, or as the business of the Authority may require, all of the books and records of the Authority shall be kept at the office(s) referred to in this section.

Article II. Board of Directors

The business and affairs of the Authority shall be managed by the Board, in office from time to time and appointed as provided in the Enabling Act. Each Director shall hold office for the term prescribed in accordance with the Enabling Act and applicable law, and vacancies in the Board’s membership shall be filled as provided by law for the unexpired portion of the term.

The Chief Executive Officer shall forthwith notify the appropriate appointing entity whenever a vacancy in the Board occurs.

Members of the Board shall receive reimbursement for expenses incurred in attendance upon meetings of the Board or while otherwise engaged in the discharge of their duties and shall also be paid such amounts as prescribed in the Enabling Act.

Article III. Meetings

Section 1. Annual Meeting.

Unless otherwise determined by the Board, the annual meeting of the Board shall be held in June.

Section 2. Regular Meetings.

Unless otherwise specifically determined by the Board, the Board shall meet not less than six times per year, including the annual meeting, and at the annual meeting, the Board shall adopt a schedule of the dates and times for its regular meetings for the next year.

Section 3. Changing Meetings.

The Board may change the date, time or place of any regular meeting to another date, time or place, when such change is deemed necessary by the Board, or it may establish additional regular meetings for any month or quarter. The Board or the Chairman may eliminate or change any regular meetings shown on its annual schedule of meeting dates in the event that the Board or the Chairman determines that it can successfully complete its work in fewer meetings.

Section 4. Special Meetings.

Special meetings of the Board may be called by or at the request of the Chairman or Vice-Chairman or any five members of the Board.

Section 5. Place and Time of Meetings.

Regular meetings of the Board shall be held at such place and time as the Board may direct from time to time, and the Board shall endeavor to hold at least one meeting per year within the geographic limits of each member jurisdiction. Special meetings shall be held at such place and time as may be specified in the notice thereof.

Section 6. Notice and Waiver of Notice; Application of Virginia Freedom of Information Act.

Notice of any special meeting of the members of the Board shall be in accordance with the provisions of the Virginia Freedom of Information Act and shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, physical delivery or electronic mail to each member of the Board at the member's address as shown by the records of the Authority. Any member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice, except where a Board member attends for the express purpose of objecting to the holding of the meeting.

When any notice is required to be given by applicable law or under the provisions of these by-laws, a waiver thereof in writing, signed by the Director or Directors entitled to such notice, either before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

All meetings of the Board or any committee shall be public meetings in accordance with the Virginia Freedom of Information Act. It is the policy of the Authority to allow for the participation of members of the Board by electronic communication means as governed by and

in accordance with the Virginia Freedom of Information Act and subject to the approval process stated therein.

Section 7. Quorum and Manner of Acting.

Except as otherwise may be prescribed in the Enabling Act, nine Directors shall constitute a quorum, and all action by the Board shall require the affirmative vote of a majority of the Directors present and voting. If less than a quorum is present at any meeting, a majority of the Directors present may, by election, adjourn the meeting from time to time.

Section 8. Vacancy.

Any vacancy occurring in the Board's membership shall not impair the right of a quorum to exercise or perform the duties and rights of the Board.

Section 9. Conduct of Meetings.

a. In the absence of the Chairman and Vice Chairman, the Board shall appoint a Chairman *pro tempore* who shall preside at the meeting.

b. If any disagreement in the conduct of a meeting or the order of business shall arise, the rules of parliamentary procedure as set forth in Robert's Rules of Order (most recently published edition in the United States) shall prevail.

c. Unless as otherwise set forth in any agenda accompanying notice of a meeting, as approved by the Board, or as determined by the Chairman, the order of business at any regular or special meeting of the Board shall be:

- (a) Calling of the meeting to order
- (b) Reading of minutes of previous meeting
- (c) Operational report(s)
- (d) Financial report(s)
- (e) Reports of officers and committees, as requested by the Chairman
- (f) Unfinished business
- (g) New business
- (h) Adjournment

Article IV. Officers and Their Duties

Section 1. Officers.

The Officers of the Authority shall be a Chairman, a Vice Chairman and a Secretary or Secretary-Treasurer. The Secretary or Secretary-Treasurer need not be a member of the Board.

The Board may employ such other employees and agents as may be necessary in its discretion to carry out the purposes of the Authority with such titles as may be appropriate.

Unless otherwise determined by the Board upon notice as set forth in Article X, (a) the offices of Chairman and Vice-Chairman shall not be held by persons appointed by the same member jurisdiction, (b) the office of Chairman shall rotate in succession among appointees of the Authority's three member jurisdictions, provided that the appointee of the Commonwealth Transportation Board may also serve as Chairman or Vice-Chairman from time to time, and (c) no member shall be elected for more than two successive one-year terms as Chairman, provided that an appointee may serve a third successive one-year term upon the affirmative votes of twelve members of the Board. There is no presumption that the Vice-Chairman will succeed the Chairman.

Section 2. Election and Term of Office.

The Officers shall be elected at the annual meeting of the Board, or if a quorum is not present at such meeting, then at the next regular meeting or at the next special meeting called for such purpose at which a quorum is present, to serve until the next annual meeting or until their successors are duly elected and qualified, unless their term of office shall expire or they are removed prior to such time. Officers may be removed at any time at the pleasure of the Board. Vacancies in any office may be filled at any meeting of the Board.

2. The Chairman, or in his absence the Vice Chairman, shall preside at all meetings of the Board and the Secretary shall record the minutes thereof.

3. The Chairman, Vice Chairman and Secretary shall perform all of the duties commonly incident to their office, and shall perform such other duties and have such other powers and authority as may be conferred upon them from time to time by the Board in accordance with law.

The officers of the Authority shall be elected annually by the members of the Board at the annual meeting and shall take office the first day on the following month. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as it conveniently may be done. Each officer shall hold office until his successor shall have been duly elected.

Section 3. Removal of Officers.

Any officer elected or appointed by the members of the Board may be removed by the Board whenever in its judgment the best interest of the Authority would be served thereby, but such removal shall be without prejudice to the contract rights of any of the officers so removed.

Section 4. Vacancies.

Any vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the members of the Board for the un-expired

portion of the term. To the extent practicable, a successor officer shall be from the same jurisdiction.

Section 5. Chairman and Vice-Chairman.

The Chairman shall be the presiding officer of the Authority and shall, in general, supervise and control all the business and affairs of the Authority. He shall preside at all meetings of the Board. He may sign, with the Secretary or any other proper officer or agent of the Authority authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these by-laws, or by statute to some other officer or agent of the Authority; and in general, he shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the members of the Authority from time to time.

The Vice-Chairman shall preside and assume the duties of the Chairman in the absence of the Chairman.

Section 6. Secretary.

The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; see that all required notices are duly given; be custodian of the corporate records and of the seal of the Authority and see that the seal of the Authority is affixed to all documents, the execution of which on behalf of the Authority under its seal is duly authorized or directed; and in general, to perform all duties incident to the office of the Secretary and such other duties as from time to time may be prescribed by the Chairman or by members of the Board.

Section 7. Chief Executive Officer.

The Chief Executive Officer shall be a full-time employee of the Authority and shall be responsible for all tasks necessary or desirable to effect the normal day-to-day administration and operation of the Authority, including expending funds pursuant to appropriations as made periodically by the Board and to keep the Board fully advised of the Authority's operational and financial condition and its future operational and financial needs. The Chief Executive Officer shall not be an officer of the Authority but shall perform all duties incident to the position of Chief Executive Officer and all other duties delegated to the Chief Executive Officer by the Board or its officers from time to time.

Article V. Committees

Section 1. Standing Committees.

The Chairman shall promptly following the annual meeting each year, and at other times when necessary, appoint chairmen, vice chairmen and members to conduct the affairs of the following standing committees. The standing committees shall be:

- a. Operations & Finance;
- b. Compensation & Benefits;
- c. Audit;
- d. Governance & Nominating; and
- e. Regional Projects & Outreach

In addition, for as long as the Authority shall maintain a trust fund for Other Post-Employment Benefits under Article 8, Chapter 15, Code of Virginia, or successor provisions, the Board shall appoint and reappoint members of the “local finance board” as may be required by applicable law.

Section 2. Special Committees.

Special committees may be appointed by the Chairman or by the Board as circumstances so indicate, for such purposes, with such powers, and to serve for such period of time, as the Chairman or the Board, in the exercise of discretion, may designate.

Any committee, standing or special, may be dissolved at any time by the Board, and all actions of such committees shall be subject to the final authority of the Board.

Section 3. Committee Meetings.

Standing and special committees shall meet at the discretion of their respective chairmen. A majority of the current members of any committee shall constitute a quorum for the transaction of business, and action by a committee shall require the affirmative vote of a majority of the members present and voting.

Section 4. Chairman as Ex-Officio Member of Committees.

Unless otherwise determined by the Board, the Chairman shall be an *ex-officio* member of all standing committees and special committees, other than of the “local finance board,” with the right to vote, but shall not be counted for quorum purposes on any committee except a committee on which the Board has appointed such individual as a voting member.

Article VI. Contracts, Checks, Deposits, and Funds

Section 1. Contracts.

The Board may authorize any officer or officers, agent or agents of the Authority, in addition to the officers so authorized by the by-laws, to enter into any contract or execute and

deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instruments.

Section 2. Checks, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, or the Chief Executive Officer or members of the Authority's staff as may be directed from time to time by the Chief Executive Officer.

Section 3. Deposits.

All funds shall be deposited as directed by proper resolutions of the Board, or as may be required under the terms of the Authority's bond resolutions, indentures or similar debt instruments.

Article VII. Books and Records

The Authority shall keep a complete set of books and records of account and shall keep minutes of the meetings of the members of the Board and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Authority may be inspected by any Director for any proper purpose at any reasonable time.

Article VIII. Fiscal Year

The fiscal year of the Authority shall begin on the first day of July and end on the last day of June of each year, unless otherwise required by law or the Board shall expressly determine otherwise.

Article IX. Seal

The corporate seal of the Authority shall be circular and shall have inscribed thereon, within and around the circumference, the name of the Authority and the word "VIRGINIA". In the center shall be the word "SEAL".

Article X. Amendments to By-Laws

The By-Laws may be altered, amended, repealed and new By-Laws may be adopted by a majority of the Board at any regular meeting, or at any special meeting, provided written notice of the proposed changes is stated in the notice of the meeting.

(Approved – April 14, 2015; and amended August 11, 2015
as to standing committees (Article V, § 1) and June 11, 2019
as to regular meetings (Article III, § 2) and Notice and Waiver of Notice;
Application of Virginia Freedom of Information Act (Article III, § 6))