

BAY NATIONAL CORP  
Form 8-K  
December 23, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 18, 2009

Bay National Corporation  
(Exact Name of Registrant as Specified in its Charter)

Maryland (State of Incorporation)	000-51765 (Commission File Number)	52-2176710 (I.R.S. Employer Identification No.)
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2328 West Joppa Road Lutherville, Maryland (Address of Principal Executive Offices)	21093 (Zip Code)
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Registrant's Telephone Number, Including Area Code: 410-494-2580

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On December 18, 2009, Mark A. Semanie resigned from the Board of Directors of Bay National Corporation and Bay National Bank, effective immediately, due to his accepting employment with another financial institution. Mr. Semanie did not resign in connection with any disagreement with the Company, the Bank or its management.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BAY NATIONAL CORPORATION

Date: December 23, 2009

By:

/s/ Hugh W. Mohler  
Hugh W. Mohler  
President and Chief Executive Officer