

BAY NATIONAL CORP  
Form 8-K  
June 01, 2010

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): May 25, 2010

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

Maryland  
(State of Incorporation)  
Identification No.)

000-51765  
(Commission File Number)

52-2176710  
(I.R.S. Employer

2328 West Joppa Road  
Lutherville, Maryland  
(Address of Principal Executive Offices)

21093  
(Zip Code)

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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Item 5 – Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders.

At Bay National Corporation’s (the “Company”) Annual Meeting of Stockholders held on May 25, 2010, the stockholders considered and approved the following proposals:

(i) Election of Directors. The following directors were elected to serve a three-year term expiring upon the date of the Company’s 2013 Annual Meeting or until their respective successors are duly elected and qualified, as follows:

	Votes Cast		Total
	For	Withheld	
Charles L. Maskell Jr., CPA	1,052,089	15,116	1,067,205
Edwin A. Rommel III, CPA	1,051,109	16,096	1,067,205
Henry H. Stansbury	1,054,832	12,373	1,067,205
Eugene M. Waldron, Jr.	1,052,077	15,128	1,067,205

Names of other directors continuing in office after the meeting:

Harold C. Green  
 James P. O’Conor  
 Carl A.J. Wright  
 Hugh W. Mohler  
 R. Michael Gill  
 Donald G. McClure, Jr.  
 Robert L. Moore, CPA  
 H. Victor Rieger, Jr.

(ii) Ratification of Auditors. The selection of Stegman & Company to serve as independent registered public accountants to audit the Company’s financial statements for the 2010 fiscal year was ratified by the following vote:

Votes Cast			
For	Against	Abstain	Total
1,670,868	5,843	2,758	1,679,469

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: June 1, 2010

By:

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