

BAY NATIONAL CORP  
Form 8-K  
March 03, 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): February 25, 2010

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.)

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))

Item 5 – Corporate Governance and Management

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

Bay National Corporation (the “Company”) held a Special Meeting of Stockholders on February 25, 2010. At the Special Meeting, our stockholders considered and approved an amendment to the Company’s articles of incorporation to increase the number of authorized shares of the Company’s common stock, \$0.01 par value per share, from 20,000,000 shares to 95,000,000 shares, as follows:

Votes Cast			
For	Against	Abstain	Total
1,687,743	73,384	12,416	1,773,543

---

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: March 3, 2010

By:

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