

ITEM 5.02. DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF PRINCIPAL OFFICERS

On January 20, 2006, Bay National Corporation received notice that one of its Directors, Carroll A. Bodie, will resign from the Board of Directors effective as of January 24, 2006.

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 hereunto duly authorized.

BAY NATIONAL CORPORATION

Date: January 20, 2006

By: /s/ Hugh W. Mohler
Hugh W. Mohler, President
