

**NOTICE OF THE
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD JULY 20, 2011**

The annual meeting of shareholders of Cherokee Banking Company will be held on Wednesday, July 20, 2011 at 10 a.m., at our South Canton Office at 3595 Marietta Highway, Canton, Georgia for the purpose of electing four directors to serve a three-year term expiring at the 2014 annual meeting and ratifying the appointment of an independent registered public accounting firm for the Company for the fiscal year ending December 31, 2011. We hope that you can attend the meeting.

The board of directors has set the close of business on May 9, 2011 as the record date for determining the shareholders who are entitled to receive notice of and to vote at the meeting.

We cannot take any action at the meeting unless the holders of a majority of the outstanding shares of common stock of the Company are represented, either in person or by proxy. Therefore, whether or not you plan to attend the meeting, please mark, date and sign the enclosed proxy card and return it to the Company in the envelope provided as soon as possible. *You may also vote your proxy by phone or online.*

If you attend the meeting in person, you may revoke your proxy at the meeting and vote your shares in person. You may revoke your proxy at any time before the proxy is exercised.

By Order of the Board of Directors,



A.R. Roberts, III
Secretary

June 8, 2011

CHEROKEE BANKING COMPANY
1275 RIVERSTONE PARKWAY
P O BOX 4250
CANTON, GA 30114
(770) 479-3400

PROXY STATEMENT FOR 2011 ANNUAL MEETING

INTRODUCTION

Time and Place of the Meeting

Our board of directors of Cherokee Banking Company (the "Company") is furnishing this proxy statement in connection with its solicitation of proxies for use at the annual meeting of shareholders to be held on Wednesday, July 20, 2011 at 10 a.m., at our South Canton Office at 3595 Marietta Highway, Canton, Georgia, and at any adjournments of the meeting.

Record Date and Mailing Date

The close of business on May 9, 2011 is the record date for the determination of shareholders entitled to notice of and to vote at the meeting. We first mailed this proxy statement and the accompanying proxy to shareholders on or about June 8, 2011.

Number of Shares Outstanding

As of the close of business on the record date, the Company had authorized 10,000,000 shares of common stock, no par value authorized, of which 2,131,639 were issued and outstanding. Each issued and outstanding share is entitled to one vote on all matters presented at the meeting.

VOTING AT THE ANNUAL MEETING

Shareholders will be asked to consider the following proposals at the meeting:

PROPOSAL 1: ELECTION OF DIRECTORS

The following are the four (4) nominees to serve as Class III directors of the Company for a three-year term expiring at the 2014 annual meeting:

Nominees:	Wanda P. Roach	A.R. (Rick) Roberts, III
	Donald F. Stevens	Edwin I. Swords, III

PROPOSAL 2: RATIFICATION OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.

The Audit Committee has selected, and the Board has approved, Porter Keadle Moore, LLP, an independent registered public accounting firm, to serve as the independent registered public accounting firm for the Company for the year ending December 31, 2011, subject to ratification by the shareholders. Porter Keadle Moore, LLP also served as the independent auditors for the Company for the year ended December 31, 2010. Although shareholder ratification of our independent auditors is not required by our Bylaws or otherwise, we are submitting the selection of Porter Keadle Moore, LLP to shareholders for ratification to permit shareholders to participate in this important corporate decision. If Porter Keadle Moore, LLP declines to act or otherwise becomes incapable of acting, or if appointment is otherwise discontinued, the Audit Committee will appoint another independent registered public accounting firm. A representative of Porter Keadle Moore, LLP is expected to be present at the Annual Meeting and will be given an opportunity to make a statement on behalf of the firm or to respond to appropriate questions from shareholders.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR”
THE PROPOSALS LISTED ABOVE.**

OTHER MATTERS

The board of directors of the Company knows of no other matters that may properly be brought before the meeting. If, however, any matters other than the election of directors and ratification of the Company’s corporate auditing firm, should properly come before the meeting, votes will be cast pursuant to the proxies in accordance with the best judgment of the proxy holders.

Procedures for Voting by Proxy

You should specify your voting instructions with regard to each of the proposals set forth on the proxy card. If you properly sign, return and do not revoke your proxy, the persons named as proxies will vote your shares according to the instructions you have specified on your proxy card.

If you sign and return your proxy card but do not specify how the persons appointed as proxies are to vote your shares, the shares represented by your signed and dated proxy card will be voted FOR all of the director nominees described in this Proxy Statement and FOR the ratification of the appointment of Porter Keadle Moore, LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2011.

You can revoke your proxy at any time before it is voted by delivering to Dennis W. Burnette, President & CEO of the Company, at the North Canton Office of the Bank, either a written revocation of the proxy or a duly executed proxy bearing a later date or by attending the meeting and voting in person.

Requirements for Shareholder Approval

To be elected, a director nominee must receive more votes than any other nominee for the same seat on our Board of Directors. As a result, if you withhold your vote as to one or more nominees, it will have no effect on the outcome of the election unless you cast the vote for a competing nominee. We do not know of any competing nominees.

To be approved, the ratification of the appointment of Porter Keadle Moore, LLP must have more votes cast in favor of the proposal than cast against the proposal.

A quorum will be present at the meeting if a majority of the outstanding shares of common stock is represented in person or by valid proxy. We will count abstentions and broker non-votes, which are described below, in determining whether a quorum exists.

Abstentions. Abstentions do not count as votes in favor of or against a given matter. Only those votes actually cast “FOR” the election of a director will be counted for purposes of determining whether a particular director nominee receives sufficient votes to be elected.

Broker Non-Votes. Brokers who hold shares for the accounts of their clients may vote these shares either as directed by their clients or in their own discretion if permitted by the exchange or other organization of which they are members. As of January 1, 2010, all NYSE and NASDAQ member brokers are prohibited from exercising discretionary voting in all director elections unless the broker has instructions from the beneficial shareholder on how to vote. Proxies that contain a broker vote on one or more proposals but no vote on one or more other proposals are referred to as “broker non-votes” with respect to the proposal(s) not voted upon. Broker non-votes are included in determining the presence of a quorum. A broker non-vote, however, does not count as a vote in favor of or against a particular proposal for which the broker has no discretionary voting authority, including uncontested director elections.

In general, excluding the election of directors, the approval of any matter that may properly come before the Annual Meeting requires that more votes be cast in favor of the matter than against it. In such cases, abstentions and broker non-votes will have no effect on the approval of the proposal in question. However, broker non-votes will be counted in determining whether a quorum exists.

Approval of Proposals. To be elected, the director nominees must receive more votes FOR his or her election as a director than any other nominee. As a result, if you withhold your vote as to one or more nominees, it will have no effect on the outcome of the election unless you cast that vote for a competing nominee. Any other matter(s) that may properly come before the annual meeting requires more votes FOR than AGAINST the proposal being voted upon.