

The Bylaws

The Mid-South District of
The Lutheran Church—Missouri Synod
Cordova, Tennessee

Approved: (By the Mid-South District in Convention)

A Formative Plan was enacted at the beginning of the Mid-South District in 1966; the 1968 Convention voted to continue with the Formative Plan until Bylaws could be adopted.

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**THE BYLAWS OF THE MID-SOUTH DISTRICT
OF THE LUTHERAN CHURCH--MISSOURI SYNOD**

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**THE BYLAWS OF THE MID-SOUTH DISTRICT
OF THE LUTHERAN CHURCH--MISSOURI SYNOD**

I. ADMINISTRATION

A. Constitution and Bylaws

1. The Constitution and Bylaws of The Lutheran Church--Missouri Synod, including the confessional position and the mission objectives as stated therein, shall be the Constitution and Bylaws of the Mid-South District. They shall be supplemented by the Bylaws of the Mid-South District as needed for the District's administration and the work of the Synod.
2. Changes and amendments to the Bylaws of the Mid-South District may be made by a majority vote of any properly called Convention of the Mid-South District, provided that the proposed changes were submitted in writing to the District President. The Synod's Commission on Constitutional Matters shall approve changes to the District Bylaws.

B. Basic Principles of District Administration

1. The District President shall be the chief executive officer of the District.
2. In the administration of his office the District President shall be assisted, individually or collectively, by the Circuit Counselors and the regional Vice Presidents.
3. The District President, together with the Board of Directors, shall supervise and administer the financial mission and ministry program of the District. The Board of Directors shall be represented on the Missions Support Team and the Congregational Services Support Team of the District by one of its members, and by one of the Executive Assistants to the President. The Support Teams, committees, and other agencies of the District organization needed for the function of the District shall be responsible to the Board of Directors through the President's office.
4. The District Board of Directors, Support Teams, committees, and other agencies of the District organization shall make reports and, if needed, recommendations to each Convention of the District.
5. All District officers and organizational agencies shall be ultimately responsible to the District Convention.

C. Officers and Board of Directors

1. The officers of the District shall be a President, four regional Vice Presidents, a Secretary, a Treasurer and the Circuit Counselors.
2. The Board of Directors shall be composed of the following:
 - The President of the District
 - Four (4) Vice Presidents of the District, one (1) from each electoral region. (The second Vice President will serve as Secretary)
 - The Treasurer of the District (appointed)
 - One (1) Minister of Religion-Commissioned
 - Four (4) lay persons, one (1) from each electoral region.
3. The Executive Assistants to the President and the Executive for Business and Finance shall be advisory members of the Board.

II. DISTRICT CONVENTIONS AND CONFERENCES

A. General Provisions

District Conventions, conferences for professional church workers, circuit forums and convocations shall regularly take place according to the provisions of the Synodical Handbook.

B. District Conventions

1. The District President shall be responsible for the organization of the District Convention.
2. Reports and overtures shall be submitted in writing to the District President not later than twelve (12) weeks prior to the opening date of the convention.
3. The District President shall appoint Convention floor committees and name the chairpersons, and shall assign overtures to the appropriate Convention floor committees with their designated meeting times and places.
4. The chairperson of each Convention floor committee shall appoint a secretary, consult with the chairperson of the appropriate Support Team, committee, or District organizational agency, including District staff, and shall report the recommendations of the floor committee to the Convention.

III. DIRECTIVES FOR OFFICERS

A. General Directives

1. All officers shall be elected or appointed as provided in the Synodical Handbook and the District Bylaws.
2. All officers shall fulfill the duties assigned to them in the Synodical Handbook, the District Bylaws and by the Board of Directors.

B. Officers

1. The President

- a. The President shall be the chief executive officer of the District.
- b. He shall be an ex-officio member without vote of all Support Teams, committees, and organizational agencies of the District.
- c. He shall serve as a voting member and the chairman of the Board of Directors, and shall serve as chairman of the Circuit Counselors' Conference.

2. The Vice Presidents

- a. The Vice Presidents shall be advisors to the District President, and shall function as his representatives or assistants in service to the District.
- b. They may serve as designated representatives of the Board of Directors on the Support Teams and also as advisors on other organizational agencies of the District.
- c. The second Vice President shall be Secretary of the District. (Reference Section VIII, C.2.a.)

3. The Secretary

- a. He shall be an advisory member of the Constitution Committee.
- b. He shall serve under the District President as the chief Convention officer.
- c. He shall have custody of the District seal.
- d. He shall carry out responsibilities for the nomination and election of the District President and of the Circuit Counselors according to the provisions set forth in the Synodical Handbook.
- e. He shall carry out responsibilities for the nomination and election of the voting pastoral and lay delegates and alternates to the conventions of the Synod, and of the advisory delegates for the advisory pastors and teachers according to the provisions of the Synodical Handbook and in directives from the Secretary of the Synod.
- f. The elected Secretary may appoint a recording secretary for the District Convention and the Board of Directors, to keep minutes of their meetings as part of the permanent records of the District.

4. The Treasurer

- a. The Treasurer shall be responsible for the receipt of all monies from congregational contributions, private gifts, legacies, bequests, etc., and keep accurate records of such receipts, their source and the purposes for which they are remitted.

- b. He/she shall be responsible for the prompt deposit of monies received in the bank(s) specified by the Board of Directors.
- c. He/she shall be responsible for keeping an accurate account of all receipts and disbursements according to approved accounting procedures and disbursements only on vouchers properly signed by those so authorized by the District Board of Directors, and shall submit to the Board of Directors regular reports on all accounts.
- d. He/she shall submit an annual report to the Board of Directors of receipts and disbursements, verified by a certified public accountant.
- e. For the information and guidance of the Board of Directors, he/she shall anticipate the financial implications of all recommendations and proposals made to the Board of Directors.

5. The Circuit Counselors

- a. The Circuit Counselors and the District Presidents shall constitute the Circuit Counselors' Conference, which shall meet at the call of the District President in the interest of the work and welfare of the District and the Synod, as provided in the Synodical Handbook. The Vice Presidents may be asked to attend.
- b. Within their respective circuits, the Circuit Counselors shall foster evangelical and edifying communication and relationships among the congregations, schools, specialized ministries and the professional church workers, and positively encourage mission outreach through visits, Circuit Forums, Circuit Convocations, and Circuit Pastors' Conferences as provided in the Synodical Handbook and the District Bylaws.

IV. DIRECTIVES FOR THE BOARD OF DIRECTORS

A. General Provisions

The Board of Directors shall be responsible for setting policies and managing the business and legal affairs of the District. It shall have the full legal status and responsibility ascribed to it by and implied in the Articles of Incorporation of the Mid-South District of The Lutheran Church--Missouri Synod.

B. Administration

- 1. The District President shall serve as chairman and the District Secretary shall serve as secretary of the Board of Directors.
- 2. The Board of Directors shall determine the frequency of regular meetings.
- 3. Special meetings may be called by the chairman or upon the request of three (3) board members.
- 4. A majority of the voting members of the Board of Directors shall constitute a quorum.

5. The chairman shall conduct the meetings and be responsible for the agenda of each meeting.
6. Special committees may be appointed within the Board at its discretion.

C. Duties

On behalf of and in service to the congregations of the District, the Board of Directors shall be responsible for establishing and overseeing policies by which it governs itself, the District officers, staff and the overall organization, consistent with the District mission in fulfilling the Lord's work. The Board of Directors shall be accountable to the District Convention, and the staff and all organizational agencies of the District shall be accountable to the Board of Directors through the office of the President.

The Board of Directors shall:

1. have authority to acquire, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real or personal, tangible and intangible on behalf of the District;
2. have power to borrow money and to issue, sell or pledge District obligations and evidence of indebtedness, and to mortgage and pledge District property to secure payment thereof, whosoever situate;
3. establish the annual income and spending budget of the District;
4. supervise the administration of the Lutheran Church Extension Fund-Missouri Synod (Mid-South District Program) and all related funds;
5. supervise the administration of all endowment and special funds of the District;
6. fill all full-time paid positions, except that of District President, created by the Convention of the District
6. fill all full-time paid positions, except that of District President, created by the Convention of the District;
7. appoint the District Treasurer after each regular Convention of the District;
8. be the legal representative and custodian of all properties and documents of the District and keep on file an accurate inventory of all properties, legacies and valuable documents;
9. engage a certified public accountant firm to audit the financial records of the District at least annually or as often and at any time as it deems advisable;
10. provide the bonding of all persons handling District monies;
11. in the name of the District, rent and regulate access to the necessary safe deposit space for the safekeeping of all valuable District records and documents;
12. provide for implementation within the District of the resolutions of the Synodical and District Conventions, and assign responsibilities and duties in harmony with the District's fiscal policy;

13. establish policies by which all organizational agencies of the District and officers shall function according to the spirit of the Bylaws;
14. appoint an editor after each regular District Convention for publishing the Mid-South Lutheran as the District's supplement in the Lutheran Witness;
15. appoint an archivist after each regular District Convention to gather and file historical data of the District, to assist and encourage District congregations in recording and preserving important records and materials, and to serve as the District's liaison for the Synod's Concordia Historical Institute;
16. provide for adequate clerical, secretarial and administrative assistant personnel in the District Office;
17. according to its policies, receive and act on recommendations for advance site purchases and authorize appropriations or Lutheran Church Extension Fund loans.
18. approve and/or fill all appointed District positions of service after each regular District Convention;
19. approve all appointments to fill vacancies occurring in any Support Team, committee or District organizational agency;
20. conduct, supervise and manage all affairs of the District not otherwise assigned;
21. report regularly to the Convention of the Mid-South District.

V. DIRECTIVES FOR SUPPORT TEAMS

A. General Directives

The Support Teams are appointed persons of the District for advising and assisting the Executive Assistants to the President in providing leadership, resources and encouragement for District mission and ministry. The Support Teams shall be responsible to the Board of Directors through the President's Office, and one member of the Board of Directors shall serve on each Support Team.

B. Administration

1. Appointments to the Support Teams shall be made by the Board of Directors upon recommendations from the District President, Executive Assistants, Vice Presidents and Circuit Counselors. Each Support Team shall organize itself as needed in consultation with the responsible Executive Assistant who shall serve as chairman.
2. The Support Team shall determine frequency of meetings. The chairman, or three (3) members of the Support Team may call special meetings.
3. A majority of members shall constitute a quorum.
4. The chairman shall conduct the meetings and be responsible for the agenda at each meeting.

5. Special ministry teams and task forces may be formed by each Support Team as needs and opportunities arise in the District.
6. In the event of a vacancy, the remaining Support Team members serving shall recommend candidates to the District President, who shall in consultation with his Executive Assistants, appoint a successor from the recommendations to fill the remainder of the time of service.
7. Each Support Team shall keep the Board of Directors informed about its missions and ministry through the Board representative assigned to it.
8. Each Support Team shall annually prepare requests for funds for its mission and ministry, and shall submit the requests to the responsible Executive Assistant to the President.
9. Each Support Team shall regularly report to the District Convention.

C. Membership of the Support Teams

1. Missions Support Team - One representative from each Mission Council of the District; two (2) Ordained Ministers of Religion, two (2) Commissioned Ministers of Religion and two (2) lay persons, one of each from combined Regions 1 and 2, and one of each from combined Regions 3 and 4; one representative from the Board of Directors; and the responsible Executive Assistant to the President.
2. Congregational Services Support Team - At least one lay and one Ordained or Commissioned Minister of Religion from each District region; one representative from the Board of Directors; and the responsible Executive Assistant to the President.

D. Functions of the Support Teams

1. The Support Teams shall meet as needed for planning, coordinating and providing resources and evaluating goals, according to their respective areas of responsibility, in service to and on behalf of congregations, schools, specialized ministries and mission action councils of the District. General policies for the District, established by the Board of Directors, shall apply to Support Teams, while the Support Team members shall develop specific guidelines for their function.
2. The Missions Support Team shall specifically provide leadership, resources and encouragement to congregations, groups of congregations and mission action councils throughout the District for strong mission outreach with the Gospel.
3. The Congregational Services Support Team shall specifically provide leadership, resources and encouragement to congregations, schools and specialized ministries for Christian education, family life, stewardship, human care and youth ministries in the District.

VI. STANDING COMMITTEES

A. Elected by the District Convention

1. The Nominations Committee

1. Membership - The Committee shall consist of two (2) Ordained Ministers of Religion, two (2) Commissioned Ministers of Religion and two (2) laypersons; one of each from combined electoral Regions 1 and 2 and one of each from combined electoral Regions 3 and 4.
2. Duties - The Nominations Committee shall prepare, according to provisions of the Synodical Handbook and the Bylaws of the District, slates of candidates for the offices to be voted upon by the District Convention, and shall publish the names and qualifications of the nominees in the Convention Workbook.

B. Appointed by the Board of Directors upon recommendation of the District President

1. The Constitution Committee

- a. Membership - The committee shall consist of two (2) Ordained Ministers of Religion and one (1) layperson.
- b. Duties - The Constitution Committee shall review new and revised constitutions of member and applicant congregations according to the provisions of the Synodical Handbook.

2. The Technology and Communication Committee

- a. Membership - The Committee shall consist of at least two (2) Ordained Ministers of Religion, two (2) Commissioned Ministers of Religion and two (2) laypersons, one of each from combined electoral Regions 1 and 2 and one of each from combined electoral Regions 3 and 4.
- b. Duties - The Technology and Communication Committee shall advise and assist the District by providing leadership, resources and encouragement for linking people and information for ministry through effective use of technology.

3. The Evangelism Committee

- a. Membership - The committee shall consist of at least four (4) members with representation from each District Electoral Region.
- b. Duties - The Evangelism Committee shall assist congregations with planning, providing resources and training to tell the Good News about Jesus to all people.

4. The Lutheran Church Extension Fund Committee

- a. Membership - The committee shall consist of at least one (1) representative, whether Ordained Minister of Religion, Commissioned Minister of Religion or layperson, from each circuit in the District upon recommendation of the District LCEF Vice President to the District President for Board of Directors' appointment.
- b. Duties - The Lutheran Church Extension Fund Committee shall provide leadership, resources and encouragement to motivate individuals, congregations and organizations in the District to make investments in the Lutheran Church Extension Fund--Missouri Synod.

5. The Recruitment Committee

- a. Membership - The Committee shall consist of two (2) Ordained Ministers of Religion, two (2) Commissioned Ministers of Religion and two (2) laypersons, one of each from combined electoral Regions 1 and 2 and one of each from combined electoral Regions 3 and 4.
- b. Duties - The Recruitment Committee shall advise and assist congregations and recognized auxiliaries of the District in the recruitment of qualified people for service as professional church workers.

6. The Continuing Education Committee

- a. Membership - The Committee shall consist of two (2) Ordained Ministers of Religion, two (2) Commissioned Ministers of Religion and two (2) laypersons, one of each from combined electoral Regions 1 and 2 and one of each from combined electoral Regions 3 and 4.
- b. Duties - The Continuing Education Committee shall advise and assist the District and congregations in providing continuing education and growth opportunities for the professional church workers.

7. The Health and Wellness Cabinet for Professional Church Workers

- a. Membership - The Committee shall consist of at least two (2) Ordained Ministers of Religion, two (2) Commissioned Ministers of Religion, two (2) Commissioned Directors of Christian Education, and two (2) spouses of professional church workers, one of each from combined electoral Regions 1 and 2 and one of each from combined electoral Regions 3 and 4.
- b. Duties - to advise and assist the District President in providing leadership, resources and encouragement for the well-being of Church workers, their spouses and families in their service to our Lord.

8. The District Reconcilers

- a. According to the provisions of Synodical Bylaw 8.13, four (4) persons shall be appointed within three (3) months of the Synodical Convention, no more than two (2) of whom shall be Ordained Ministers of Religion, from a list supplied by the Circuit Counselors of the District. The term of service shall be six (6) years, renewable once.
- b. Duties – The District Reconcilers may assist in informal efforts (not formally requested by a member of Synod according to the procedures of Section VIII, Synodical Handbook toward reconciliation before disputes reach the formal level. He/she may also be called upon by the District President to serve in efforts at the informal level toward reconciliation. At the formal level (formally requested by a member of Synod according to the procedures of Section VIII of the Synodical Handbook of reconciliation, the reconcilers shall serve in the following situations arising in the District:
 1. Procedural questions involved in excommunication cases;
 2. Cases in which a member of the Synod shall have been removed from the position which that member holds in a congregation which is a member of the Synod;
 3. Cases in which a person, whether or not a member of the Synod, is removed from the position which the member holds in the District;
 4. Cases involving differences between congregations within the same District or between a congregation and its District.

VII. THE FINANCIAL MISSION AND MINISTRY PROGRAM

- A. The preparation of the financial mission and ministry program of the District shall be coordinated by the Executive for Business and Finance in consultation with Support Teams, committees, District Executive personnel and President. The President of the District shall present the District responsibilities toward the financial mission and ministry program of The Lutheran Church--Missouri Synod. The financial mission and ministry program shall be submitted to the Board of Directors for its evaluation and approval.
- B. The Board of Directors shall then submit the proposed financial mission and ministry program to the congregations of the District for their consideration. The Circuit Counselors shall seek to inform, inspire and challenge the congregations of their respective circuits to assume responsibility for their proportionate and fair share of the financial mission and ministry program. The congregations, in a timely manner, shall inform the Executive for Business and Finance of the share they will assume, and he/she, in turn, shall report the results to the Board of Directors.
- C. The Board of Directors shall then establish a spending budget for the District commensurate with the commitments of the congregations and other anticipated receipts. Expenditures authorized by the District Convention shall be subject to scheduling and appropriation by the Board of Directors.

VIII. ELECTION AND VACANCY PROCEDURES

A. General Provisions

1. Procedures for the election of all officers, and board and committee members shall follow the provisions of the Synodical Handbook and the Bylaws of the District.
2. The following officers and members shall be elected at each regular Convention of the District:
 - The President
 - The Vice Presidents, one (1) from each Electoral Region
 - One (1) Commissioned Minister of Religion to the Board of Directors
 - Four (4) laypersons to the Board of Directors, one (1) from each Electoral region.
 - The Circuit Counselors
 - Two (2) Ordained Ministers of Religion, two (2) Commissioned Ministers of Religion, and two (2) laypersons to the Nominations Committee, one (1) of each from combined Electoral Regions 1 and 2 and one (1) of each from combined Electoral Regions 3 and 4.
3. Except for the offices of District President, the Vice Presidents and the Circuit Counselors, the Nominations Committee shall place in nomination two (2) names for each elective office in the District.
4. The District, assembled in Convention, shall have the right to alter the slates of nominees, and voting delegates may make additional nominations from the floor with the prior consent and pertinent information about the nominees provided in writing.
5. Except for the office of Circuit Counselor, the election of all offices shall be by individuals and not by slate.
6. The Board of Directors shall fill all appointive offices after each regular Convention of the District.
7. The Electoral Regions of the District shall be four:
 - Region 1: The congregations in the Fayetteville, Fort Smith and Jonesboro Circuits.
 - Region 2: The congregations in the Little Rock-North, Little Rock-South and Stuttgart Circuits.
 - Region 3: The congregations in the Memphis, Nashville, and Paducah Circuits.
 - Region 4: The congregations in the Chattanooga, and Knoxville Circuits,

B. Committee on Elections

1. The District President shall appoint a Committee on Elections prior to the District Convention. This committee shall be composed of two (2) Ordained Minister of Religion, one (1) Commissioned Minister of Religion and two (2) laypersons to conduct and supervise all elections.
2. This committee shall have the privilege of the floor at the discretion of the Convention chairman.
3. First and succeeding ballots shall be collected during the session in which they are distributed.
4. A majority of all votes cast shall be required for election to all elective offices and elective board positions.
5. Except in the election of the President and the Vice President, the following regulations shall apply: Candidates receiving a majority on the first ballot shall be declared elected. When a second or succeeding ballot is required for a majority, the candidate receiving the fewest votes and all candidates receiving less than 15 percent of the votes cast shall be dropped from the ballot, unless fewer than two candidates receive 15 percent or more of the votes cast, in which case the three highest candidates shall constitute the ballot. In every election balloting shall continue until every position has been filled by majority vote.
6. The tally of the votes cast for each candidate shall be announced after each ballot in all elections.

C. Procedures for the Nomination and Election of the District President, the Vice Presidents and the Circuit Counselors

1. District President

The procedure for the nomination and the election of the District President shall be as follows:

- a. Nomination
 - i. Each voting congregation shall be entitled to nominate from the clergy roster of the Synod one clergyman as a candidate for President of the District.
 - ii. Nominating ballots and receiving of ballots from the congregations shall be the responsibility of the Secretary of the District, ballots to be received by the congregation six (6) months prior to the opening date of the convention, and from the congregations four (4) months prior to the opening date of the convention.
 - iii. The Secretary of the District shall tabulate the nominations and shall report to the Convention in the Convention Workbook the names of all clergymen who have been nominated, in addition to those who appear on the slate of candidates.

- iv. Candidates for the Office of President of the District shall be the five (5) clergymen receiving the highest number of votes on the nominating ballots of the congregations.
 - v. The Secretary of the District shall receive written approval, within ten (10) days of notification, from each candidate for inclusion of his name on the Convention ballot.
 - vi. In the event of death, declination or unavailability of any candidate, the nominee receiving the next highest number of votes shall be a candidate, upon his approval in writing.
 - vii. In the event of a tie for the fifth (5th) position among the candidates, all names involved in the tie shall be listed as candidates.
 - viii. The Secretary of the District shall publish in the Convention Workbook brief biographies of the five (5) candidates for President of the District, giving adequate information for each candidate.
 - ix. The Convention shall have the right to alter the slate as provided in these Bylaws.
- b. Election
- i. The candidate receiving the majority of the votes cast shall be declared elected.
 - ii. If no candidate receives a majority of the votes cast, the four (4) candidates receiving the highest number of votes shall be retained on the ballot, and another vote taken. Thereafter the candidate receiving the smallest number of votes shall be eliminated on each subsequent ballot until one candidate receives a majority of the votes cast.

2. Vice Presidents

The procedures for the nomination and the election of the Vice Presidents shall be as follows:

- a. Immediately after the election of the District President, the chairman of the Committee on Elections shall call for nominations for the offices of Vice President, one (1) to be elected from each Electoral Region. Nominating ballots shall be distributed on which each voting pastor and lay delegate shall write the name of one (1) pastor from their own electoral region who is a member of a voting congregation in that region. The two (2) candidates receiving the largest number of votes in each region shall become the candidates from that region.
- b. A ballot shall be prepared and submitted listing the two (2) candidates from each area for the election.

- c. After the election of the four (4) Vice Presidents, a separate ballot shall be cast to determine the first and second Vice President. Each voting delegate shall write the name of one (1) of the elected Vice Presidents on the ballot. The number of votes received shall determine rank. (Reference Section III, B.2.c.)

3. Circuit Counselors

The procedures for the nomination and the election of the Circuit Counselors shall be those specified in the Synodical Handbook.

D. Terms and Tenure of Office

1. The offices of the District President and of the Circuit Counselors shall be without limitation as to reelection.
2. All other officers and members of the Board of Directors, Support Teams, committees and other District organizational agencies may serve a total of no more than two (2) successive full three year (3) or six (6) year terms in the same office. They may be elected or appointed to the same office after an interval of three (3) or more years.

E. Vacancies

1. The duties and responsibilities of the office of District President shall be assumed by the First Vice President whenever a vacancy appears in this office or the Board of Directors determines that the district President is unable to serve in that capacity because of his prolonged illness or disability. The First Vice President shall remain as the acting District President until the Board of Directors determines that such illness or disability has been removed, or until the next regular District Convention elects a District President.
2. The Board of Directors shall fill a vacancy in the office of a Vice President from a list of at least three (3) candidates submitted by the District President.
3. In the event of a vacancy on the Board of Directors, with the exception of the District President and the Vice Presidents, the remaining members of the board shall elect a successor to fill the unexpired term.
4. A vacancy in the office of Circuit Counselor shall be filled by appointment of the District President.
5. A vacancy in any other office shall be filled by appointment of the District President in consultation with the appropriate District organizational agency and approved by the Board of Directors.

Adopted by the Fourteenth Regular Convention of the Mid-South District of The Lutheran Church--Missouri Synod on June 3, 2000 in Memphis, Tennessee.